



AllianceBernstein

Prospectus

February 2015

Multi-Asset/Asset Allocation

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- > Dynamic Diversified Portfolio

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Important Information

If you are in any doubt about the contents of this offering document, you should seek independent professional financial advice. Prospective investors should inform themselves as to the legal requirements, exchange control regulations and tax consequences within the countries of their residence and domicile for the acquisition, holding or disposal of shares and any foreign exchange restrictions that may be relevant to them. Shares that are acquired by persons not entitled under the Management Regulations to hold them may be redeemed by the Management Company on behalf of the Fund at the current Net Asset Value.

Subscriptions can be made on the basis of this document and the KIIDs, which shall be updated by the latest available annual report of the Fund containing its audited accounts, and by the latest semi-annual report, if later than such annual report. Copies of such reports may be requested from an authorized financial advisor or at the registered office of the Management Company.

The Shares referred to in this document are offered solely on the basis of the information contained herein and in the reports and documents referred to herein. In connection with the offer made hereby, no person is authorized to give any information or to make any representations other than those contained herein or in the documents referred to herein. If given or made, such information or representations must not be relied upon as having been authorized by the Fund, the Management Company or the Distributor and any purchase made by any person on the basis of statements or representations which are not contained in or which are inconsistent with the information contained herein or in the documents referred to herein shall be solely at the risk of the purchaser.

All references herein to (i) “Dollar” and to “\$” are to the U.S. Dollar, (ii) “Euro” and “€” are to the Euro, (iii) “GBP” and “£” are to the Great Britain Pound Sterling, (iv) “SGD” or “S\$” are to the Singapore Dollar, (v) “HKD” and “HK\$” are to the Hong Kong Dollar, (vi) “AUD” and “A\$” are to the Australian Dollar, (vii) “Yen” or “¥” are to the Japan Yen, (viii) “CAD” and “C\$” are to the Canadian Dollar, (ix) “NZD” or “NZ\$” are to the New Zealand Dollar, (x) “CHF” is to Swiss Franc, (xi) “ZAR” is to South African Rand and (xii) “RMB” refers to offshore RMB (“CNH”) and not onshore RMB known as CNY.

None of the Shares has been or will be registered under the U.S. Securities Act of 1933, as amended, and the Shares may not be offered, sold, transferred or delivered, directly or indirectly, in the United States (as defined in the glossary of defined terms) or to any U.S. Person (as defined in the glossary of defined terms). The Fund has not been registered under the U.S. Investment Company Act of 1940, as amended.

AllianceBernstein Investments, a unit of the Management Company and/or AllianceBernstein Investments, a unit of AllianceBernstein Investments, Inc., will act as Distributor of the Shares in connection with the offering of the Shares referred to herein. Application forms for Shares are subject to acceptance by the Distributor and the Management Company on behalf of the Fund.

Any information contained herein or in any other sales document relating to the Fund or on the AB funds website, www.abglobal.com, does not constitute an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not lawful or in which the person making such offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make such offer or solicitation. In particular, the information in the AB funds website is not for distribution in the United States or to U.S. Persons other than in accordance with the laws of the United States. If a prospective investor has accessed the AB funds website from another website, the Fund, the Management Company and the Distributor are not responsible for the accuracy of information contained within the websites of other providers which have links to any page of the AB funds website.

Investors in Shares acknowledge and agree that certain data relating to them and their holdings in Shares will be stored and utilized by the Transfer Agent to facilitate subscriptions, payment of distributions, if any, redemptions and exchanges, as well as certain other activities relating to investors' holdings in Shares, and in connection therewith such data, subject to applicable law and regulation, may be disseminated to certain of the Transfer Agent's affiliates within the AB Group as well as certain authorized agents of the Transfer Agent or the Fund. Such use may involve the transfer of that data to countries outside the EEA.

Copies of the Fund's Prospectus, Management Regulations, latest annual report and, if issued thereafter, the latest semi-annual report, as well as copies of the KIIDs of the Fund, may be obtained at the office of the Management Company and the Distributor without cost.

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Important Considerations

The Fund is structured as an "umbrella fund" comprising separate pools of assets (each a "Portfolio"). Investors should reference Section I to determine the particular portfolios to which this Prospectus relates and read these "Important Considerations" with particular attention to those important considerations which pertain to the underlying investments of each such portfolio. In addition, investors should read carefully the "Risk Profile" set out in Section I relating to each portfolio, as well as "Risk Factors" in Section II.

The value of Shares of the portfolios to which this Prospectus relates will change with the value of such portfolios' underlying investments. Hence, the value of Shares and any income arising from them will fluctuate and is not guaranteed. Consequently, investors may not get back the full amount of their investment upon redemption.

For any portfolio that invests in stocks, the value of underlying investments may fluctuate, sometimes dramatically, in response to the activities and results of individual companies or because of general market or economic conditions. For any portfolio that invests in fixed-income securities, the value of the underlying investments will depend generally upon interest rates and the credit quality of the issuer as well as general market or economic conditions.

For any portfolio that invests in fixed-income securities, the value of the shares of such portfolio and any income arising from such shares will change in response to fluctuations in interest rates and currency exchange rates. A portfolio may invest in high yielding securities where the risk of depreciation and realization of capital losses on some of the securities held will be unavoidable. In addition, medium- and lower-rated securities and unrated securities of comparable quality may be subject to wider fluctuations in yield and market values than higher-rated securities.

Any portfolio which invests in essentially only one country will have greater exposure to market, political and economic risks of that country. Any portfolio which invests in multiple countries will have

less exposure to the risks of any one country, but will be exposed to risks in a larger number of countries.

Many of the underlying investments of a particular portfolio may be denominated in different currencies than that of the particular portfolio. This means currency movements in underlying investments may significantly affect the value of any such portfolio's share prices.

In addition, a particular portfolio may invest, in whole or in part, in emerging markets securities to the extent permitted by such portfolio's stated investment objective and policies. Investors should appreciate that these securities may be more volatile than securities issued by issuers located in more developed markets. As a result, there may be a greater risk of price fluctuation and of the suspension of redemptions in such portfolios, compared with a portfolio investing in more mature markets. This volatility may stem from political and economic factors, and may be exacerbated by legal, trading liquidity, settlement, transfer of securities and currency factors. Some emerging market countries have relatively prosperous economies but may be sensitive to world commodity prices. Others are especially vulnerable to economic conditions in other countries. Although care is taken to understand and manage these risks, the respective portfolios and their Shareholders ultimately bear the risks associated with investing in these markets.

A particular portfolio may use various techniques for hedging against market risks. These techniques and the instruments used are described in Appendix A to Section II. In addition, a particular portfolio may make ancillary use of these techniques and instruments for the purpose of efficient portfolio management.

Investors are encouraged to consult their independent financial advisors regarding the suitability of shares of a particular portfolio for their investment needs.

Glossary of Defined Terms

AB funds means the collective investment undertakings distributed under the service mark "AB" and sponsored by AllianceBernstein L.P.

AB funds account means a notional account established by the Management Company or the Transfer Agent for each Shareholder and reflecting all his or her shareholdings in AB funds

AB Group means AllianceBernstein L.P. and its subsidiaries and affiliates

Administration Agreement means the agreement between the Management Company and the Administrator

Administrator means Brown Brothers Harriman (Luxembourg) S.C.A.

ADRs means American Depositary Receipts

Business Day means any day when both the New York Stock Exchange and Luxembourg banks are open for business and, if applicable, any additional location designated in the relevant part of Section I relating to a specific portfolio

CDSC Shares means Shares possessing a contingent deferred sales charge

Currency of the Portfolio means the base currency of a portfolio in which its accounting records are kept as indicated under "Summary Information" in Section I with respect to that portfolio

Custodian means Brown Brothers Harriman (Luxembourg) S.C.A.

Custodian Agreement means the agreement between the Management Company and the Custodian

dealer means, as the context requires, broker-dealers, banks, registered investment advisers, independent financial advisers and other financial intermediaries with whom the Distributor has agreements

Distribution Agreements means the relevant agreements between the Management Company and the Distributor relating to each of the portfolios

Distributor means AllianceBernstein Investments, a unit of the Management Company and/or AllianceBernstein Investments, a unit of AllianceBernstein Investments, Inc.

EDRs means European Depositary Receipts

EEA means member states of the EU and Iceland, Norway and Liechtenstein

Eligible State means any Member State, any member state of the Organisation for Economic Co-operation and Development ("OECD"), and any other state which the Board of Managers of the Management Company deems appropriate with regard to the investment objectives of each Portfolio

EU means the European Union

Fund means ACMBernstein, a mutual investment fund (*fonds commun de placement*) organized under the laws of the Grand Duchy of Luxembourg, which conducts business outside of Germany, Austria and Switzerland under the name AllianceBernstein

GDRs means Global Depositary Receipts

Interested Party means the Investment Manager or its affiliates (which includes the Management Company)

Investment Grade means fixed-income securities rated Baa (including Baa1, Baa2 and Baa3) or higher by Moody's or BBB (including BBB+ and BBB-) or higher by S&P, or the equivalent thereof by at least one IRSO

Investment Management Agreement means the agreement between the Management Company and the Investment Manager relating to each portfolio

Investment Manager means AllianceBernstein L.P., a Delaware limited partnership

IRC means the U.S. Internal Revenue Code of 1986, as amended.

IRS means the United States Internal Revenue Service

IRSO means an internationally recognized statistical ratings organization

KIID means the key investor information documents of any portfolio

Law of 2010 means the law of 17 December 2010 on undertakings for collective investment

Management Company means AllianceBernstein (Luxembourg) S.à r.l., a *société à responsabilité limitée* organized under the laws of the Grand Duchy of Luxembourg

Management Regulations means the latest version of the Management Regulations of the Fund

Mémorial means the *Mémorial C, Recueil des Sociétés et Associations*

Moody's means Moody's Investors Services, Inc.

Net Asset Value means the value of the total assets of a portfolio less the total liabilities of such portfolio as described under "Determination of the Net Asset Value of Shares" in Section II

OECD means the Organization for Economic Cooperation and Development

Offered Currency means, for a portfolio, each currency in which the Shares are offered, as indicated under "Summary Information" in Section I with respect to that portfolio

Order Cut-off Time means point in time by which orders for purchase, exchange, or redemption must be received on each Business Day, which is 4:00 p.m. U.S. Eastern time or otherwise as indicated under "Summary Information" in Section I with respect to a portfolio

OTC means over the counter

Portfolio means the portfolio(s) of the Fund identified in Section I hereof (or in a subsection of Section I as the context requires)

portfolio means one or more portfolios of the Fund as the context requires

Prospectus means this version of the Prospectus of the Fund

Regulated Market means a market falling within the definition of item 14 of Article 4 of the European Parliament and the Council Directive 2004/39/EC of 21 April 2004 on market in financial instruments, as well as any other market in an Eligible State which is regulated, operates regularly and is recognized and open to the public

S&P means Standard & Poor's, a division of The McGraw-Hill Companies, Inc.

Shareholders means the owners of Shares, as reflected in the shareholder register of the Fund, in respect of one or more portfolios, as the context requires

Shares means shares of the Fund of whatever class and whatever portfolio

total assets means total net assets of the Portfolio as the context requires

Trade Date means the Business Day as of which any transaction in Shares (purchase, redemption or exchange) for a portfolio is recorded in the Shareholder register of the Fund, in respect of one or more portfolios, as the context requires, as having been accepted

Transfer Agent means the Management Company or AllianceBernstein Investor Services, a unit of the Management Company, the Fund's registrar and transfer agent

UCI means an Undertaking for Collective Investment

UCITS means an open-end mutual investment fund or investment company qualifying as an undertaking for collective investment in transferable securities

United States means the United States of America or any of its territories or possessions or any area subject to its jurisdiction, including the Commonwealth of Puerto Rico

U.S. Person means (i) with respect to any person, any individual or entity that would be a U.S. Person under Regulation S promulgated under the U.S. Securities Act of 1933, as amended; (2) with respect to individuals, any U.S. citizen or "resident alien" within the meaning of U.S. income tax laws as in effect from time to time; or (iii) with respect to persons other than individuals, (A) a corporation or partnership created or organized in the United States or under the laws of the United States or any U.S. state; (B) a trust where (I) a U.S. court is able to exercise primary supervision over the administration of the trust and (II) one or more U.S. persons have the authority to control all substantial decisions of the trust; and (C) an estate which is subject to U.S. tax on its worldwide income from all sources

Valuation Point means the point in time at which the Net Asset Value per Share is calculated with respect to a Trade Date, being 4:00 p.m. U.S. Eastern time on each Business Day

AllianceBernstein—Developed Markets Multi-Asset Income Portfolio

Investment Objective and Policies

Investment Objective

The investment objective of the Portfolio is income generation and long-term growth of capital.

Investment Policies

The Portfolio seeks to meet its investment objective by obtaining exposure primarily to the equity and debt securities of developed market issuers. The Investment Manager will actively allocate between equity securities, fixed-income securities, currencies, cash and cash equivalents in seeking to achieve the Portfolio's investment objective. Normally, the Portfolio targets a balanced weighting between equity and fixed-income securities, though this will vary depending on market conditions. The Investment Manager may obtain exposure to such instruments through direct investment, the use of financial derivative instruments and by investing in other pooled investment vehicles, including exchange-traded funds ("ETFs"). The Investment Manager will utilize its proprietary "Dynamic Asset Allocation" strategy to adjust the Portfolio's various investment exposures among these asset classes with the goal of producing what the Investment Manager considers to be the Portfolio's optimal risk/return profile at any particular point in time. The Portfolio is not subject to any limitation on the portion of its net assets that may be invested in equities, fixed income securities or currencies.

The Investment Manager expects that, under normal market conditions, the Portfolio's assets will be predominantly invested in the equity and debt securities of developed market issuers. The Portfolio may also invest in the equity and debt securities of emerging markets issuers, provided however that the Portfolio's investments in such securities generally will not exceed 20% of its NAV. Developed markets include those countries listed by the World Bank as being high income economies.

Equity securities in which the Portfolio may invest include common stock and securities convertible into common stock, preferred stock, the equity securities of real estate investments trusts ("REITs") and depositary receipts (including ADRs and GDRs). The Portfolio seeks to invest in equity securities which can provide a high level of income and/or long-term capital appreciation. Fixed income securities in which the Portfolio may invest include bonds and other fixed or floating rate securities, which can provide a high level of income and are issued by government issuers, government agencies, supra-national issuers and corporate issuers, as well as various types of asset-backed and mortgage-related securities.

Dynamic Asset Allocation. Dynamic Asset Allocation comprises a series of analytical and forecasting tools employed by the Investment Manager to gauge market fluctuations in the risk/return profile of various asset classes. Dynamic Asset Allocation aims to adjust the Portfolio's investment exposure to changing market conditions and thereby to reduce overall portfolio volatility by mitigating the effects of market fluctuations, including "tail" events in extreme market environments, while preserving consistent long-term return potential.

For example, the Investment Manager may seek to reduce the Portfolio's risk exposure to one or more asset classes when the Dynamic Asset Allocation tool suggests that market risks relevant to these asset classes are rising but return opportunities are declining.

Conversely, the Investment Manager may tend to seek a more aggressive posture when the Dynamic Asset Allocation tool suggests that return opportunities for one or more of these asset classes are rising and market risks are declining.

While the Portfolio may obtain investment exposures to individual asset classes through direct investment in securities or through the use of financial derivative instruments, dynamic adjustments to the Portfolio's various investment exposures are expected to be implemented principally through the use of financial derivative instruments.

Credit Quality. The Portfolio's fixed-income assets may include Investment Grade securities, below-Investment Grade securities and unrated securities as determined by the Investment Manager. It is anticipated that under normal market conditions no more than 30% of the Portfolio's exposure will be in below-Investment Grade securities, as measured at time of purchase. "Investment Grade" has the meaning set forth on page v. Unrated securities in which the Portfolio invests may be assigned an internal credit rating by the Investment Manager for purposes of determining whether such securities are of Investment Grade or non-Investment Grade quality.

Currency Management. The portfolio may utilize currency transactions to hedge currency exposure or to obtain exposure greater than that provided by the portfolio's underlying positions. Such currencies include the currencies of developed and emerging market countries.

Financial Derivative Instruments. The Investment Manager may use a wide array of derivative products and strategies when implementing the Portfolio's investment strategy. Such financial derivative instruments (including OTC and exchange-traded financial derivative instruments) will comply with Article 41 (1) g) of the Law of 2010 and may include, but are not limited to, options, forwards and swaps, including credit default swaps ("CDS"), total return swaps ("TRS") and interest rate swaps ("IRS"), credit-linked notes, futures, including transactions on equity securities, fixed income securities and currencies, and "local access products" (such as equity linked certificates, participatory notes and warrants). These financial derivative instruments will be predominantly employed (i) to hedge against equity, interest rate risk, credit risk, specific issuer risk and/or currency fluctuations, and (ii) as an alternative to investing directly in the underlying investments. The Portfolio may also write covered call options on equity indices or the equity portion of the portfolio, and may take synthetic short exposures through the use of cash settled derivatives under the condition that the Portfolio holds sufficient liquid assets (including, where applicable, sufficient liquid long positions) to cover at all times its obligations arising from the use of financial derivative instruments.. With respect to CDS, the Portfolio may both "sell" protection in order to gain exposure and "buy" protection to hedge credit exposure.

Structured Investments

The Portfolio may invest in structured securities (both Investment Grade and below Investment Grade) originated by a wide range of originators and sponsors. The Investment Manager may invest in mortgage-backed securities ("MBS"), as well as other

asset-backed securities (“ABS”), commercial mortgage-backed securities (“CMBS”) and collateralized debt obligations (“CDOs”). The Portfolio’s investments in structured securities will not exceed 20% of its net assets.

Leverage. The Investment Manager does not expect to utilize bank borrowing in implementing the Portfolio’s investment strategy. The expected level of leverage of the Portfolio is estimated to be in the 0% to 100% range of its Net Asset Value. The expected level of leverage is calculated as the sum of the notional of the financial derivative instruments held by the Portfolio. Pursuant to the CSSF Circular 11/512 dated 30 May 2011, this calculation methodology neither takes into account the fact that a particular financial derivative instrument increases or decreases the Portfolio’s investment risks nor permits to net financial derivative instruments with reverse positions. Shareholders should be aware that (i) a higher level of expected leverage does not automatically imply a higher level of investment risk and (ii) the expected level of leverage disclosed above is mainly generated by the use of derivatives for hedging purposes or as an alternative to investing directly in the underlying investments. In addition, the actual leverage of the Portfolio may deviate from the above mentioned expected level of leverage.

Use of Pooled Vehicles

In order to more efficiently manage its assets and to gain exposure to certain asset classes, the Portfolio may invest in UCITS, UCIs and other regulated pooled vehicles, and the Portfolio’s ability to invest in such vehicles is not subject to the 10% NAV limitation contained in paragraph (8) of “Investment Restrictions” in Appendix A.

The Investment Manager expects that the majority of the Portfolio’s investments in pooled vehicles or other products will be in vehicles sponsored and/or managed by the Investment Manager or its affiliates. However, the Investment Manager may also invest in pooled vehicles sponsored and/or managed by unaffiliated third parties, including UCITS-eligible ETFs. Investments in other pooled vehicles may be subject to certain fees and expenses charged at the level of each pooled vehicle, provided however, that the Portfolio will not be subject to an additional management fee in respect of that portion of its assets the Investment Manager has allocated to another pooled vehicle or other product sponsored and/or managed by the Investment Manager or an affiliate.

Risk Measurement. The Investment Manager will utilize a Value-at-Risk (“VaR”) methodology to monitor the global exposure (market risk) for the Portfolio. The global exposure of the Portfolio is measured by the relative VaR methodology pursuant to which the VaR of the Portfolio may not exceed twice the VaR of a reference

benchmark. For these purposes, the Portfolio’s reference benchmark is 50% MSCI World Index / 40% Barclays Global High Yield (Hedged) / 10% Barclays Global Treasuries (Hedged).

Other Investment Policies

Lack of Liquidity. The Portfolio may invest up to 10% of its net assets in securities for which there is no ready market. See paragraph (5) of “Investment Restrictions” in Appendix A to Section II. The Portfolio may therefore not be readily able to sell such securities. Moreover, there may be contractual restrictions on the resale of such securities.

Defensive Position – Holding Cash or Cash Equivalents. The Portfolio may hold cash or cash equivalents and short-term fixed-income securities, including money market instruments, as a temporary defensive measure or to provide for redemptions or in anticipation of investment in various international markets.

Future Developments. On an ancillary basis, the Portfolio may take advantage of other investment instruments and strategies including those that are not currently contemplated for use by the Portfolio to the extent such investment practices are consistent with the Portfolio’s investment objective and legally permissible.

Currency Hedged Share Classes

One or more of the Portfolio’s share classes offered in a particular currency (each, an “Offered Currency”) may be hedged to such Offered Currency. Any such share class will constitute a “Currency Hedged Share Class.” Currency Hedged Share Classes aim to provide investors a return more closely correlated to the Portfolio’s base currency return by reducing the effect of exchange rate fluctuations between the Portfolio’s base currency (*i.e.*, US Dollar) and the relevant Offered Currency, taking into account practical considerations such as transaction costs. The hedging strategy employed is designed to reduce, but may not eliminate, currency exposure between the Portfolio’s base currency and the Offered Currency.

Currency Hedged Share Classes do not affect the investment management of the Portfolio’s underlying assets since it is only the net asset value (NAV) of the Currency Hedged Share Classes, not the Portfolio’s underlying assets, which is hedged to the Offered Currency. Expenses incurred as a result of such hedging activity will be borne by the Currency Hedged Share Class in relation to which such expenses are incurred.

For additional information on share class hedging, see “How to Purchase Shares—Currency Hedged Share Classes” in Section II.

Summary Information

Portfolio Features

Recommended Investment Horizon	Long-term	Order Cut-Off Times	<i>For USD-Denominated Share Classes:</i> 4:00 P.M. U.S. Eastern Time on each Business Day
Currency of the Portfolio	USD		<i>For Currency Hedged Share Classes</i> 6:00 P.M. Central European Time on each Business Day
Net Asset Value Calculation	Each Business Day	Distributions*	<i>For class AD, BD, CD, ID and ND shares</i> To be declared and payable monthly
Net Asset Value Publication	Available at www.abglobal.com		<i>For class AX, BX, CX and IX shares</i> To be declared and payable quarterly
Class Names	H means Currency Hedged Share Classes. For additional information on share class hedging, see "How to Purchase Shares—Currency Hedged Share Classes" and "Risk Factors-- Currency Hedged Share Class Risk" in Section II		<i>For class AR shares</i> To be declared and payable annually with a distribution rate to be derived from gross income (before deduction of fees and expenses) <i>For class A, A2X, B, B2X, C, C2X, I, N and S1 shares</i> None. See "Distributions" below.

* Includes Hedged Share Classes

Share Class Fees and Charges¹

	Initial Sales Charge ²	Management Fee ³	Distribution Fee ⁴	Contingent Deferred Sales Charge ⁵
USD-Denominated Share Classes				
Class A and AD Shares	Up to 6.25%	1.50%	None	None
Class B and BD Shares ⁷	None	1.50%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class C and CD Shares	None	1.95%	None	0–1 year held=1.0% thereafter 0%
Class I Shares ⁸	Up to 1.50%	0.70%	None	None
Class ID Shares ⁸	Up to 1.50%	0.70%	None	None
Class N and ND Shares	Up to 3.00%	1.95%	None	None
Class S1 Shares ⁶	None	0.70%	None	None
Class AX and A2X Shares [†]	Up to 6.25%	1.15%	None	None
Class BX and B2X Shares ^{7†}	None	1.15%	1.00%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class CX and C2X Shares [†]	None	1.60%	None	0–1 year held=1.0% thereafter 0%
Class IX Shares ^{8†}	Up to 1.50%	0.60%	None	None
HKD-Denominated Share Classes				
Class A and AD Shares	Up to 6.25%	1.50%	None	None

Class B and BD Shares ⁷	None	1.50%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
AUD Hedged Share Classes				
Class AD AUD H Shares	Up to 6.25%	1.50%	None	None
Class BD AUD H Shares ⁷	None	1.50%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
SGD Hedged Share Classes				
Class A SGD H Shares and AD SGD H Shares	Up to 6.25%	1.50%	None	None
Class I SGD H Shares ⁸	Up to 1.50%	0.70%	None	None
ZAR Hedged Share Classes				
Class AD ZAR H Shares	Up to 6.25%	1.50%	None	None
Class BD ZAR H Shares ⁷	None	1.50%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
EUR Hedged Share Classes				
Class A EUR H Shares and AD EUR H Shares	Up to 6.25%	1.50%	None	None
Class AR EUR H Shares	Up to 6.25%	1.50%	None	None
Class BD EUR H Shares ⁷	None	1.50%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class I EUR H Shares ⁸	Up to 1.50%	0.70%	None	None
GBP Hedged Share Classes				
Class AD GBP H Shares	Up to 6.25%	1.50%	None	None
Class BD GBP H Shares ⁷	None	1.50%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
CHF Hedged Share Classes				
Class A CHF H Shares	Up to 6.25%	1.50%	None	None
Class I CHF H Shares ⁸	Up to 1.50%	0.70%	None	None
CAD Hedged Share Classes				
Class AD CAD H Shares	Up to 6.25%	1.50%	None	None
Class BD CAD H Shares ⁷	None	1.50%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
NZD Hedged Share Classes				
Class AD NZD H Shares	Up to 6.25%	1.50%	None	None

Class BD NZD H Shares ⁷	None	1.50%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
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1 The Management Company, Administrator, Custodian and Transfer Agent are entitled to receive, out of the assets of the Portfolio, fees as described under “Other Portfolio Information—Management Company, Administrator, Custodian and Transfer Agent Fees” below. The Portfolio also bears all of its other expenses. See “How to Purchase Shares” and “Additional Information—Fees and Expenses” in Section II. The Management Company has voluntarily undertaken, until the Management Company on behalf of the Fund notifies Shareholders to the contrary, that if in any fiscal year the aggregate fees and expenses with respect to the following share classes of the Portfolio (including any management fee and all other fees and expenses set out in “Additional Information—Fees and Expenses” in Section II, including Luxembourg *Taxe d'Abonnement* but exclusive of certain other taxes, brokerage (if applicable) and interest on borrowings) exceed the following percentages of the Portfolio's average Net Asset Value for the fiscal year attributable to the Portfolio's share classes (and corresponding H shares) as follows: A (1.85%), AX (1.65%), AD (1.85%), A2X (1.65%), AR (1.85%), B (2.85%), BX (2.65%), BD (2.85%), B2X (2.65%), C (2.30%), CX (2.10%), CD (2.30%), C2X (2.10%), I (1.05%), ID (1.05%), IX (1.10%), N (2.30%), ND (2.30%) and S1 (0.85%) the Fund may deduct from the payment to be made to the Management Company, or the Management Company will otherwise bear, such excess fees and expenses.

2 As a percentage of purchase price.

3 As an annual percentage of average daily Net Asset Value. With respect to certain share classes, the management fee may also include a component that is paid to distributors or other financial intermediaries and service providers. For further details on the management fee, please refer to “Additional Information—Fees and Expenses” in Section II.

4 As an annual percentage of average daily Net Asset Value.

5 As a percentage of the lesser of the current Net Asset Value or original cost of the Shares being redeemed and based upon the duration that such Shares are held. CDSC Shares may only be purchased through a dealer authorized by the Distributor to offer such shares. Those investors considering an investment in CDSC Shares should speak with their financial advisor for details. With respect to class C shares (and corresponding H shares), a dealer may elect to waive the contingent deferred sales charge in certain circumstances.

6 Class S1 shares are reserved for institutional investors that have entered into an agreement with the Management Company and are being charged an investment management fee separately.

7 After six years from the date of purchase, class B, BD, BX or B2X Shareholders will have the right to request a conversion to class A, AD, AX or A2X shares, without charge from either the Fund or the Management Company. For further details on the conversion right, please refer to “How to Exchange or Convert Shares—Conversion of CDSC Shares” in Section II of the Prospectus.

8 Available to (i) investors purchasing Shares through Distributors who have separate fee arrangements with such investors, (ii) product structures that purchase the Shares directly, or on behalf of an end investor and assess such investor a fee at the product level, and (iii) other investors at the Management Company's discretion.

† Class AX, A2X, BX, B2X, CX, C2X and IX shares have been retired and are no longer open to new shareholders.

Other Share Class Features

Offered Currencies		Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg <i>Taxe d'Abonnement</i> ***
USD-Denominated Share Classes					
Class A and AD Shares	Dollar	\$2,000	\$750	None	0.05%
Class B and BD Shares	Dollar	\$2,000	\$750	\$250,000	0.05%
Class C and CD Shares	Dollar	\$2,000	\$750	None	0.05%
Class I Shares	Dollar	\$1 million**	None	None	0.05%
Class ID Shares	Dollar	\$1 million**	None	None	0.05%
Class N and ND Shares	Dollar	\$2,000	\$750	None	0.05%
Class S1 Shares	Dollar	\$25 million**	None	None	0.01%
Class AX and A2X Shares	Dollar	No longer offered to new investors	\$750	None	0.05%
	Euro		€750		
	SGD		S\$1,000		
Class BX and B2X Shares	Dollar	No longer offered to new investors	\$750	\$250,000	0.05%
	Euro		€750	€250,000	
	SGD		S\$1,000	S\$350,000	
Class CX and C2X Shares	Dollar	No longer offered to new investors	\$750	None	0.05%
	Euro		€750		
	SGD		S\$1,000		
Class IX Shares	Dollar	No longer offered to new investors	None	None	0.05%
	Euro				
	SGD				
HKD-Denominated Share Classes					
Class A and AD Shares	HKD	HK\$15,000	HK\$5,000	None	0.05%

Class B and BD Shares	HKD	HK\$15,000	HK\$5,000	HK\$2,000,000	0.05%
AUD Hedged Share Classes					
Class AD AUD H Shares	AUD	A\$2,000	A\$750	None	0.05%
Class BD AUD H Shares	AUD	A\$2,000	A\$750	A\$250,000	0.05%
SGD Hedged Share Classes					
Class A SGD H Shares and AD SGD H Shares	SGD	S\$3,000	S\$1,000	None	0.05%
Class I SGD H Shares	SGD	S\$1.5 million**	None	None	0.05%
ZAR Hedged Share Classes					
Class AD ZAR H Shares	ZAR	ZAR 20,000	ZAR 7,000	None	0.05%
Class BD ZAR H Shares	ZAR	ZAR 20,000	ZAR 7,000	ZAR 2,500,000	0.05%
EUR Hedged Share Classes					
Class A EUR H Shares	Euro	€2,000	€750	None	0.05%
Class AD EUR H Shares	Euro	€2,000	€750	None	0.05%
Class AR EUR H Shares	Euro	€2,000	€750	None	0.05%
Class BD EUR H Shares	Euro	€2,000	€750	€250,000	0.05%
Class I EUR H Shares	Euro	€1 million**	None	None	0.05%
GBP Hedged Share Classes					
Class AD GBP H Shares	GBP	£2,000	£750	None	0.05%
Class BD GBP H Shares	GBP	£2,000	£750	£250,000	0.05%
CHF Hedged Share Classes					
Class A CHF H Shares	CHF	CHF 2,000	CHF 750	None	0.05%
Class I CHF H Shares	CHF	CHF 1 million**	None	None	0.05%
CAD Hedged ShareClasses					
Class AD CAD H Shares	CAD	C\$2,000	C\$750	None	0.05%
Class BD CAD H Shares	CAD	C\$2,000	C\$750	C\$250,000	0.05%
NZD Hedged Share Classes					
Class AD NZD H Shares	NZD	NZ\$3,000	NZ\$1,000	None	0.05%
Class BD NZD H Shares	NZD	NZ\$3,000	NZ\$1,000	NZ\$400,000	0.05%

* Does not apply to automatic investment plans, where offered.

** May be waived by the Management Company in its sole discretion.

*** Annual Luxembourg tax payable quarterly by each portfolio.

Other Portfolio Information

Principal Investment Types

For a chart summarizing the principal types of investments used by the Portfolio and a description of securities and other instruments in which the Portfolio may invest, investors should refer to “Investment Types” in Section II. The ability of the Portfolio to invest in any securities or instruments is subject to the restrictions in the Portfolio’s stated investment objective and policies and the limitations contained in “Investment Restrictions” in Appendix A to Section II.

Risk Profile

It is intended that this Portfolio will make use of financial derivative instruments. The investment restrictions (9) to (13) set forth in Appendix A to Section II will not apply. This Portfolio shall employ the Value-at-Risk (VaR) approach.

VaR reports will be produced and monitored on a daily basis based on the following criteria:

- 1 month holding period;
- 99% confidence level; and
- stress testing applied on an ad hoc basis.

Investments of the Portfolio are subject to the higher risks inherent in equity investments. In general, the value of equity investments may fluctuate, sometimes dramatically, in response to the activities and results of individual companies or because of general market, economic, political and natural conditions that are difficult to predict. Such factors include the possibility of sudden or prolonged market declines and risks associated with individual companies. Historically, equity securities have provided greater long-term returns and have entailed greater short-term risks than other investment instruments.

Fixed-income securities in which the Portfolio will invest are subject to the credit risk of the private and public institutions offering these securities and their market value is influenced by changes in interest rates. Because the Portfolio's fixed-income securities investments may be below Investment Grade quality, these risks are higher for the Portfolio than for a portfolio that invests solely in Investment Grade or equivalent quality fixed-income securities. Non-Investment Grade securities are also subject to greater risk of loss of principal and interest and are generally less liquid and more volatile. There can be no assurance that any distribution payments will occur and the Portfolio has no specific maturity.

The Portfolio is subject to market, interest rate and currency fluctuations and to other risks inherent in investing in securities. Therefore, no assurance can be given that the investment objective will be achieved, that invested capital will be preserved or that capital appreciation will occur. Investment results may vary substantially on a monthly, quarterly or annual basis. An investment in the Portfolio does not represent a complete investment program.

For a chart summarizing the principal risks of the Portfolio and a more detailed discussion of these and other risks applicable to the Portfolio, investors should refer to “Risk Factors” in Section II.

Profile of the Typical Investor

The Portfolio is designed for higher risk-tolerant investors who seek income generation and long-term growth of capital by investing in a multi-asset fund which actively adjusts investment exposures. Investors are encouraged to consult their independent financial

advisors regarding the suitability of Shares of the Portfolio for their investment needs.

Distributions

For class AD, BD, CD, ID and ND shares (and corresponding H shares), the Management Company intends to declare and pay monthly distributions. For class AR shares (and corresponding H shares), the Management Company intends to declare and make annual distributions. The Management Company intends to maintain a stable distribution rate per share for such share classes, and therefore distributions may come from gross income (before reduction for fees and expenses), realized and unrealized gains and capital attributable to the relevant class. Distributions in excess of net income (gross income less fees and expenses) may represent a return of the investor’s original investment amount and as such may result in a decrease in the NAV per share for the relevant class.

For class AX, BX, CX and IX shares, the Management Company intends to declare and pay quarterly dividends equal to all or substantially all of the Portfolio's net income attributable to each class of Shares.

The Management Company also may determine if and to what extent dividends paid include realized capital gains and/or are paid out of capital, attributable to the relevant class of Shares. To the extent the net income and net realized profits attributable to these Shares exceed the amount declared payable, the excess return will be reflected in the respective Net Asset Value of such Shares. Dividends may be automatically reinvested at the election of the Shareholder.

For class A, B, C, A2X, B2X, C2X, I, N and S1 shares (and corresponding H shares), the Management Company currently does not intend to pay dividends with respect to the Shares. Therefore, any net income and net realized profits attributable to the Shares will be reflected in the respective Net Asset Value of the Shares.

Management Company, Administrator, Custodian and Transfer Agent Fees

For all Shares of the Portfolio (and corresponding H shares) except class S1, the Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the Shares equal to 0.10% of average daily Net Asset Value. The Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the class S1 shares equal to the lesser of \$50,000 or 0.01% of average daily Net Asset Value.

The Administrator fee, Custodian fee and Transfer Agent fee for the Portfolio are paid out of the assets of the Portfolio in accordance with the usual practice in Luxembourg. As of 31 August 2014, the annualized amounts expressed as a percentage of average daily Net Asset Value of the Portfolio of the Administrator fee, Custodian fee and Transfer Agent fee were 0.08%, 0.13% and 0.18%, respectively. These fees may decrease or increase depending on the assets of the Portfolio and transaction volume or for other reasons.

Organizational Expenses

The Portfolio has no unamortized organizational expenses.

Historical Performance

Information on the historical performance of the Portfolio, once available, may be found in the KIID of the Portfolio and at www.abglobal.com.

History

The Portfolio was established as a portfolio of the Fund under the name Global Conservative Portfolio on 2 February 2004. It was renamed Developed Markets Multi-Asset Portfolio on December 11, 2014.

AllianceBernstein— Dynamic Diversified Portfolio

Investment Objective and Policies

Investment Objective

The Portfolio seeks to maximize total return.

Investment Policies

Overview. The Portfolio is designed as a solution for investors who seek long-term growth of capital with moderate volatility by investing in a multi-asset fund which dynamically adjusts investment exposures.

The Portfolio invests in a globally diversified portfolio of securities and other financial instruments, including financial derivative instruments (“*Derivatives*”), that provide investment exposures to a variety of asset classes. These asset classes may include equity securities and fixed income instruments, including high-yield securities, real estate-related securities, currencies, commodity-related securities and alternatives with no prescribed limits. In normal market conditions the Investment Manager anticipates that a majority of the Portfolio’s exposure will be to equities. The Portfolio may invest in smaller capitalization as well as larger capitalization companies. The Portfolio is not subject to any limitation on the portion of its net assets that may be invested in any one country or region, including in any developed or emerging market country.

The Investment Manager will utilize its proprietary “Dynamic Asset Allocation” strategy to adjust the Portfolio’s various investment exposures among these asset classes with the goal of producing what the Investment Manager considers to be the Portfolio’s optimal risk/return profile at any particular point in time.

The Portfolio may obtain active or passive investment exposures to individual asset classes, and subsequently adjust these exposures, through investment in individual securities or through the use of Derivatives or otherwise.

Equities. The Portfolio may obtain equity exposure by investing in common stocks, but also may invest in preferred stocks, warrants and convertible securities for global issuers including sponsored and unsponsored American Depositary Receipts (“*ADRs*”) and Global Depositary Receipts (“*GDRs*”), as well as Derivatives.

Fixed-Income. The Portfolio may obtain fixed-income exposure by investing in fixed-income instruments and Derivatives. The Portfolio may also invest in cash, cash equivalents, or short-term fixed-income obligations, including money market instruments.

Many types of fixed income instruments may be purchased by the Portfolio, including, without limitation, debt obligations issued by sovereign or other governmental or municipal entities, including, but not limited to, governmental agencies and instrumentalities (collectively, “*governmental entities*”), as well as debt obligations issued or guaranteed by various organizations or entities established generally to promote global, regional or country-specific economic reconstruction or development (collectively, “*supranational entities*”), corporate bonds, various types of asset-backed securities, various types of mortgage-related securities, preferred stock and inflation-protected securities, as well as fixed-income instruments issued by other entities in the Investment Manager’s discretion. The Portfolio’s investments in mortgage- and asset-backed securities will not exceed 20% of its net assets, provided that such limit will not apply to investments in such securities issued or guaranteed by the United States government or any other Eligible State or United States or other Eligible State government sponsored entities

The Portfolio may purchase fixed-income instruments rated Investment Grade or below Investment Grade, as well as those instruments which possess no rating.

Real Estate. The Portfolio may obtain indirect exposure to global real estate and/or the global real estate industry through certain permitted investments such as equity securities of global real estate investments trusts (“*REITs*”) or via equity securities of global mortgage REITs or other global real estate industry-related companies, such as real estate operating companies (“*REOCs*”), as well as Derivatives.

Commodities. The Portfolio may obtain indirect exposure to commodities through permitted investments such as certain Derivatives on commodity indices and exchange-traded funds qualified as UCITS or eligible UCI within the meaning of the Law of 2010. The Portfolio may also seek commodity-related exposures through investment in equities of commodity producers or other commodity-related issuers.

Currencies. The Portfolio may invest without limitation in securities denominated in developed and emerging market currencies.

Based upon its currency research and outlook, the Investment Manager may adjust the Portfolio’s various currency exposures at any point in time. The Investment Manager utilizes its in-house risk and return models developed specifically for this purpose, taking into account the Portfolio’s various currency exposures. In addition, the Portfolio may invest in currencies for which the Portfolio may or may not possess underlying currency exposures.

The Portfolio offers one or more “Currency Hedged Share Classes” listed in the Summary Information table in this Section I (*below*). These share classes are designed for non-base currency investors who seek to reduce the effect of currency fluctuations between the Portfolio’s base currency and their investing currency.

For additional information on Currency Hedged Share Classes, see “Currency Hedged Share Classes” in this Section I (*below*) and “How to Purchase Shares – Currency Hedged Share Classes” in Section II.

Alternatives. The Portfolio may invest in equities and fixed income instruments which provide exposures to various types of alternative investments, in the Investment Manager’s discretion, including but not limited to hedge funds, and private equity provided that such securities and instruments qualify as “transferable securities” under UCITS regulations and then only within the limits prescribed for UCITS. These alternative investments may include pooled vehicles or other products sponsored and/or managed by the Investment Manager or its affiliates or unaffiliated third parties.

Dynamic Asset Allocation Strategy

The Investment Manager will utilize its proprietary “*Dynamic Asset Allocation*” strategy to adjust the Portfolio’s various investment exposures with the goal of producing what the Investment Manager considers to be the Portfolio’s optimal risk/return profile at any particular point in time.

Dynamic Asset Allocation comprises a series of volatility, correlation and expected return forecasting tools that allows the Investment Manager to gauge short-term fluctuations in risk/return

trade-offs across various asset classes. Dynamic Asset Allocation aims to reduce overall portfolio volatility thus mitigating the effects of these short-term fluctuations, including “tail” events in extreme market environments, without sacrificing consistent long-term return potential.

For example, the Investment Manager may seek to reduce the Portfolio’s risk exposure to one or more asset classes when the Dynamic Asset Allocation tool suggests that market risks relevant to these asset classes are rising but return opportunities are declining. Conversely, the Investment Manager may tend to seek a more aggressive posture when the Dynamic Asset Allocation tool suggests that return opportunities for one or more of these asset classes are rising and market risks are declining.

The Portfolio may obtain investment exposures to individual asset classes, and subsequently adjust these exposures, through investment in individual securities or through the use of Derivatives. Dynamic adjustments to the Portfolio’s various investment exposures among asset classes are expected to be implemented principally through Derivatives. In choosing the method and instruments for implementation of its Dynamic Asset Allocation strategy, the Investment Manager will evaluate trading costs, liquidity, and the expected period of adjustment for each asset allocation.

Use of Derivatives

The Investment Manager may use Derivatives for efficient portfolio management, hedging or investment purposes.

The Investment Manager may use, without limitation, exchange-traded Derivatives (*e.g.*, options, stock index futures or bond futures) and over-the-counter Derivatives (*e.g.*, currency forwards, options, total return swaps, interest rate swaps and credit default swaps). The Portfolio also may seek exposures to a particular issuer or asset class through various other types of Derivatives and/or structured products.

Leverage. The Investment Manager does not expect to utilize bank borrowing in implementing the Portfolio’s investment strategy. The expected level of leverage of the Portfolio is estimated to be in the 0% to 300% range of its Net Asset Value. The expected level of leverage is calculated as the sum of the notional of the financial derivative instruments held by the Portfolio. Pursuant to the CSSF Circular 11/512 dated 30 May 2011, this calculation methodology neither takes into account the fact that a particular financial derivative instrument increases or decreases the Portfolio’s investment risks nor permits to net financial derivative instruments with reverse positions. With this methodology, the use of derivatives for hedging purposes will automatically increase the level of leverage. Consequently, shareholders should be aware that a higher level of expected leverage does not automatically imply a higher level of investment risk. In addition, the actual leverage of the Portfolio may deviate from the above mentioned expected level of leverage.

Risk measurement. The Investment Manager will utilize a Value-at-Risk (“VaR”) methodology to monitor the global exposure (market risk) for the Portfolio. The global exposure of the Portfolio is measured by the absolute VaR methodology pursuant to which the VaR of the Portfolio may not exceed 20% of its Net Asset Value.

Other Investment Policies

The Portfolio is not subject to any limitation on the portion of its total assets that may be invested in any one country or region, including in any emerging market country or region. The Portfolio’s investments in securities of issuers domiciled in emerging market countries are not expected to exceed 30% of the Portfolio’s net assets. The Investment Manager, in its discretion, will determine which countries constitute

“emerging market countries.” In general, emerging market countries will be countries considered by the global financial community to be developing countries, including countries from time to time included in the MSCI Emerging Markets IndexSM, a free float-adjusted market capitalization index designed to measure equity market performance in the global emerging markets. The Investment Manager’s determination of which countries constitute emerging market countries may change from time to time.

As a temporary defensive measure or to provide for redemptions, the Portfolio may, without limit, hold cash, cash equivalents, or short-term fixed-income obligations, including money market instruments.

The Portfolio may invest up to 10% of its net assets in securities for which there is no ready market. See paragraph (5) of “Investment Restrictions” in Appendix A to Section II. The Portfolio may therefore not be readily able to sell such securities. Moreover, there may be contractual restrictions on the resale of such securities.

Use of Pooled Vehicles

In order to more efficiently manage its assets and to gain exposure to certain asset classes, including alternatives, the Portfolio may invest in pooled vehicles or other products sponsored and/or managed by the Investment Manager or its affiliates or unaffiliated third parties.

These pooled vehicles or other products must comply with the requirements of the CSSF in relation to UCITS-eligible collective investment schemes. The ability of the Portfolio to invest in open ended UCITS or other UCIs is not subject to the 10% limitation contained in paragraph (8) of “Investment Restrictions” in Appendix A to Section II. Therefore, the Portfolio may invest in open ended UCITS or other UCIs in accordance with the UCITS Regulations.

The Investment Manager expects that the majority of the Portfolio’s investments in pooled vehicles or other products will be in those pooled vehicles sponsored and/or managed by the Investment Manager or its affiliates. However, the Investment Manager may invest in pooled vehicles sponsored and/or managed by unaffiliated third parties if, in the Investment Manager’s discretion, such investments may provide more efficient exposure to certain asset classes.

The Portfolio may only invest in an open ended UCITS or non-UCITS scheme which it itself can invest no more than 10% of net asset value in other UCITS or other collective investment undertakings.

The Portfolio may invest up to 10% of its net assets in aggregate in unlisted securities and unregulated investment funds, including hedge funds, in accordance with the UCITS Regulations.

The Portfolio’s investments in other pooled vehicles sponsored and/or managed by the Investment Manager, its affiliates or unaffiliated third parties may be subject to the investment management fees and to the extent applicable, performance fees charged at the level of each pooled vehicle. The Portfolio will not charge an Investment Management fee in respect of that portion of its assets the Investment Manager has allocated to another pooled vehicle or other product sponsored and/or managed by the Investment Manager or an affiliate. Where the Portfolio invests in a pooled vehicle or another product sponsored and/or managed by the Investment Manager or its affiliates, the manager of the underlying pooled vehicle or product will not charge a front-end sales charge or other subscription or redemption fee paid to the

Investment Manager or its affiliates in respect of such investment. Transaction fees or charges designed to protect investors of a pooled vehicle and paid to such pooled vehicle (and not to the Investment Manager or its affiliates) for the benefit of shareholders are permissible however.

Currency Hedged Share Classes

One or more of the Portfolio's share classes offered in a particular currency (each, an "Offered Currency") may be hedged to such Offered Currency. Any such share class will constitute a "Currency Hedged Share Class." Currency Hedged Share Classes aim to provide investors a return more closely correlated to the Portfolio's base currency return by reducing the effect of exchange rate fluctuations between the Portfolio's base currency (*i.e.*, Dollar) and the relevant Offered Currency, taking into account practical considerations such as

transaction costs. The hedging strategy employed is designed to reduce, but may not eliminate, currency exposure between the Portfolio's base currency and the Offered Currency.

Currency Hedged Share Classes do not affect the investment management of the Portfolio's underlying assets since it is only the net asset value (NAV) of the Currency Hedged Share Classes, not the Portfolio's underlying assets, which is hedged to the Offered Currency. Expenses incurred as a result of such hedging activity will be borne by the Currency Hedged Share Class in relation to which such expenses are incurred.

For additional information on share class hedging, see "How to Purchase Shares—Currency Hedged Share Classes" in Section II.

Summary Information

Portfolio Features

Recommended Investment Horizon	Long-term	Order Cut-Off Times	<i>For USD-Denominated Share Classes</i> 4:00 P.M. U.S. Eastern Time on each Business Day
Currency of the Portfolio	USD		
Net Asset Value Calculation	Each Business Day		<i>For Currency Hedged Share Classes</i> 6:00 P.M. Central European Time on each Business Day
Net Asset Value Publication	Available at www.abglobal.com		
Class Names	H means Currency Hedged Share Classes. For additional information on share class hedging, see "How to Purchase Shares—Currency Hedged Share Classes" and "Risk Factors -- Currency Hedged Share Class Risk" in Section II.	Distributions*	<i>For class AR shares</i> To be declared and payable annually with a distribution rate to be derived from gross income (before deduction of fees and expenses) <i>For class A, B, C, I, S, S1, SP, S1P, AX, BX, CX, IX shares</i> None. See "Distributions" below.
* Includes Hedged Share Classes			

Share Class Fees and Charges¹

	Initial Sales Charge ³	Management Fee ⁴	Distribution Fee ⁵	Contingent Deferred Sales Charge ⁶
USD-Denominated Share Classes				
Class A Shares	Up to 6.25%	1.70%	None	None 0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class B Shares ²	None	1.70%	1.00%	0–1 year held=1.0% thereafter 0%
Class C Shares	None	1.90%	None	None
Class I Shares ⁸	Up to 1.50%	0.90%	None	None
Class S Shares ⁷	None	None	None	None
Class S1 Shares	None	0.70%	None	None
Class SP Shares ^{7††}	None	None	None	None
Class S1P Shares ^{††}	None	0.70%	None	None
Class AX Shares [†]	Up to 6.25%	1.40%	None	None 0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class BX Shares ^{2†}	None	1.40%	1.00%	0–1 year held=1.0% thereafter 0%
Class CX Shares [†]	None	1.70%	None	None
Class IX Shares ¹⁸	Up to 1.50%	0.70%	None	None
EUR Hedged Share Classes				
Class A EUR H Shares	Up to 6.25%	1.70%	None	None
Class AR EUR H Shares	Up to 6.25%	1.70%	None	None 0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class B EUR H Shares ²	None	1.70%	1.00%	0–1 year held=1.0% thereafter 0%
Class C EUR H Shares	None	1.90%	None	None
Class I EUR H Shares ⁸	Up to 1.50%	0.90%	None	None
Class S EUR H Shares ⁷	None	None	None	None
Class S1 EUR H Shares	None	0.70%	None	None
Class SP EUR H Shares ^{8††}	None	None	None	None

Class S1P EUR H Shares ^{††}	None	0.70%	None	None
GBP Hedged Share Classes				
Class S GBP H Shares ⁷	None	None	None	None
Class S1 GBP H Shares	None	0.70%	None	None
Class SP GBP H Shares ^{7††}	None	None	None	None
Class S1P GBP H Shares ^{††}	None	0.70%	None	None
1	<p>The Management Company, Administrator, Custodian and Transfer Agent are entitled to receive, out of the assets of the Portfolio, fees as described under "Other Portfolio Information—Management Company, Administrator, Custodian and Transfer Agent Fees" below. The Portfolio also bears all of its other expenses. See "How to Purchase Shares" and "Additional Information—Fees and Expenses" in Section II. The Management Company has voluntarily undertaken, until the Management Company on behalf of the Fund notifies Shareholders to the contrary, that if, in any fiscal year, the aggregate fees and expenses with respect to the following share classes of the Portfolio (including any management fee and all other fees and expenses set out in "Additional Information—Fees and Expenses" in Section II, including Luxembourg <i>Taxe d'Abonnement</i> but exclusive of certain other taxes, brokerage (if applicable) and interest on borrowings) exceed the following percentages of the Portfolio's average Net Asset Value for the fiscal year attributable to the Portfolio's share classes (and corresponding H shares) as follows: A (1.95%), AX (1.90%), AR (1.95%), B (2.95%), BX (2.90%), C (2.25%), CX (2.20%), I (1.25%), IX (1.20%), S (0.10%), S1 (0.80%), SP (0.09%) and S1P (0.79%), the Fund may deduct from the payment to be made to the Management Company, or the Management Company will otherwise bear, such excess fees and expenses.</p> <p>After six years from the date of purchase, class B or BX Shareholders will have the right to request a conversion to class A or AX shares without charge from either the Fund or the Management Company. For further details on the conversion right, please refer to "How to Exchange or Convert Shares—Conversion of CDSC Shares" in Section II of the Prospectus.</p> <p>As a percentage of purchase price.</p> <p>As an annual percentage of average daily Net Asset Value. With respect to certain share classes, the management fee may also include a component that</p>		<p>is paid to distributors or other financial intermediaries and service providers. For further details on the management fee, please refer to "Additional Information—Fees and Expenses" in Section II.</p> <p>As an annual percentage of average daily Net Asset Value.</p> <p>As a percentage of the lesser of the current Net Asset Value or original cost of the Shares being redeemed and based upon the duration that such Shares are held. CDSC Shares may only be purchased through a dealer authorized by the Distributor to offer such shares. Those investors considering an investment in CDSC Shares should speak with their financial advisor for details. With respect to class C shares (and corresponding H shares), a dealer may elect to waive the contingent deferred sales charge in certain circumstances.</p> <p>Class S and SP shares (and corresponding H shares) are reserved for institutional investors that have entered into an agreement with the Management Company and are being charged an investment management fee separately.</p> <p>Available to (i) investors purchasing Shares through Distributors who have separate fee arrangements with such investors, (ii) product structures that purchase the Shares directly, or on behalf of an end investor and assess such investor a fee at the product level, and (iii) other investors at the Management Company's discretion.</p>	
2				
3				
4				
			†	Class AX, BX, CX and IX shares have been retired and are no longer open to new shareholders.
			††	Class SP and S1P shares (and corresponding H shares) are reserved for pension plan investors.

Other Share Class Features

	Offered Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg <i>Taxe d'Abonnement</i> ***
USD-Denominated Share Classes					
Class A Shares	Dollar	\$2,000	\$750		
	Euro	€2,000	€750	None	0.05%
	SGD	S\$3,000	S\$1,000		
Class B Shares	Dollar	\$2,000	\$750	\$250,000	
	Euro	€2,000	€750	€250,000	0.05%
	SGD	S\$3,000	S\$1,000	S\$350,000	
Class C Shares	Dollar	\$2,000	\$750		
	Euro	€2,000	€750	None	0.05%
	SGD	S\$3,000	S\$1,000		
Class I Shares	Dollar	\$1 million**			
	Euro	€1 million**	None	None	0.05%
	SGD	S\$1.5 million**			
Class S Shares	Dollar	\$100 million**	None		
	GBP	£50 million**		None	0.01%
Class S1 Shares	Dollar	\$10 million**	None		
	GBP	£5 million**		None	0.01%
Class SP Shares	Dollar	\$100 million**			
	GBP	£50 million**	None	None	0.01%
Class S1P Shares	Dollar	\$10 million**	None		
	GBP	£5 million**		None	0.01%
Class AX Shares	Dollar		\$750		
	Euro	No longer offered to new investors	€750	None	0.05%
	SGD		S\$1,000		

Class BX Shares	Dollar	No longer offered to new investors	\$750	\$250,000	0.05%
	Euro		€750	€250,000	
	SGD		S\$1,000	S\$350,000	
Class CX Shares	Dollar	No longer offered to new investors	\$750	None	0.05%
	Euro		€750		
	SGD		S\$1,000		
Class IX Shares	Dollar	No longer offered to new investors	None	None	0.05%
	Euro				
	SGD				

	Hedged Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg <i>Taxe d'Abonnement</i> ***
EUR Hedged Share Classes					
Class A EUR H Shares	Euro	€2,000	€750	None	0.05%
Class AR EUR H Shares	Euro	€2,000	€750	None	0.05%
Class B EUR H Shares	Euro	€2,000	€750	€250,000	0.05%
Class C EUR H Shares	Euro	€2,000	€750	None	0.05%
Class I EUR H Shares	Euro	€1 million**	None	None	0.05%
Class S EUR H Shares	Euro	€100 million**	None	None	0.01%
Class S1 EUR H Shares	Euro	€10 million**	None	None	0.01%
Class SP EUR H Shares	Euro	€100 million**	None	None	0.01%
Class S1P EUR H Shares	Euro	€10 million**	None	None	0.01%
GBP Hedged Share Classes					
Class S GBP H Shares	GBP	£50million**	None	None	0.01%
Class S1 GBP H Shares	GBP	£5 million**	None	None	0.01%
Class SP GBP H Shares	GBP	£50 million**	None	None	0.01%
Class S1P GBP H Shares	GBP	£5 million**	None	None	0.01%

* Does not apply to automatic investment plans, where offered.

** May be waived by the Management Company in its sole discretion.

*** Annual Luxembourg tax payable quarterly by each portfolio.

Other Portfolio Information

Principal Investment Types

For a chart summarizing the principal types of investments used by the Portfolio and a description of securities and other instruments in which the Portfolio may invest, investors should refer to "Investment Types" in Section II beginning on page II-7. The ability of the Portfolio to invest in any securities or instruments is subject to the restrictions in the Portfolio's stated investment objective and policies and the limitations contained in "Investment Restrictions" in Appendix A to Section II.

Risk Profile

The Portfolio may make use of financial derivative instruments. The investment restrictions (9) to (13) set forth in Appendix A to Section II will not apply. This Portfolio shall employ instead the Value-at-Risk (VaR) approach. VaR approach takes into account the current value of the underlying assets, the counterparty risk, foreseeable market movements and the time available to liquidate the positions in the Portfolio to give an estimate of the level of potential loss on a portfolio. VaR reports will be produced and monitored on a daily basis based on the following criteria:

- 1 month holding period;
- 99% confidence level;
- stress testing will also be applied on an ad hoc basis.

Investments of the Portfolio are subject to higher risks inherent in equity investments. In general, the value of equity investments may fluctuate, sometimes dramatically, in response to the activities and results of individual companies or because of general market, economic, political and natural conditions that are difficult to predict. Such factors include the possibility of sudden or prolonged market declines and risks associated with individual companies. Historically, equity securities have provided greater long-term returns and have entailed greater short-term risks than other investment choices.

Fixed-income securities in which the Portfolio will invest are subject to the credit risk of the private and public institutions offering these securities and their market value is influenced by changes in interest rates. The Portfolio's fixed-income securities investments will generally be of Investment Grade or equivalent quality. There can be no assurance that any distribution payments will occur and the Portfolio has no specific maturity.

The Portfolio is subject to market, interest rate and currency fluctuations and to other risks inherent in investing in securities. Therefore, no assurance can be given that the investment objective will be achieved, that invested capital will be preserved, or that capital appreciation will occur. Investment results may vary substantially on a monthly, quarterly or annual basis. An investment in the Portfolio does not represent a complete investment program.

Allocation of investments among different global asset classes utilizing the Investment Manager's proprietary Dynamic Asset Allocation diversification strategy may involve additional risks. See "Risks Factors and Special Considerations—General Risks—Dynamic Asset Allocation Risk" in Section II.

For a chart summarizing the principal risks of the Portfolio and a more detailed discussion of these and other risks applicable to the Portfolio, investors should refer to "Risk Factors" in Section II.

Profile of the Typical Investor

The Portfolio is designed as a solution for investors who seek long-term growth of capital with moderate volatility by investing in a multi-asset fund which dynamically adjusts investment exposures. Investors are encouraged to consult their independent financial advisors regarding the suitability of Shares of the Portfolio for their investment needs.

Distributions

For class AR shares (and corresponding H shares), the Management Company intends to declare and make annual distributions. The Management Company intends to maintain a stable distribution rate per share for such share classes, and therefore distributions may come from gross income (before reduction for fees and expenses), realized and unrealized gains and capital attributable to the relevant class. Distributions in excess of net income (gross income less fees and expenses) may represent a return of the investor's original investment amount and as such may result in a decrease in the NAV per share for the relevant class.

The Management Company also may determine if and to what extent dividends paid include realized capital gains and/or are paid out of capital, attributable to the relevant class of Shares. To the extent the net income and net realized profits attributable to these Shares exceed the amount declared payable, the excess return will be reflected in the respective Net Asset Value of such Shares. Dividends may be automatically reinvested at the election of the Shareholder.

For class A, B, C, I, S, S1, SP, S1P, AX, BX, CX and IX shares (and corresponding H shares), the Management Company currently does not intend to pay dividends with respect to the Shares. Therefore, any net income and net realized profits attributable to the Shares will be reflected in the respective Net Asset Value of the Shares.

Management Company, Administrator, Custodian and Transfer Agent Fees

For all Shares of the Portfolio (and corresponding H shares) except class S, S1, SP and S1P shares (and corresponding H shares), the Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the Shares equal to 0.10% of average daily Net Asset Value. The Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the class S, S1, SP and S1P shares (and corresponding H shares) equal to the lesser of \$50,000 or 0.01% of average daily Net Asset Value.

The Administrator fee, Custodian fee and Transfer Agent fee for the Portfolio are paid out of the assets of the Portfolio in accordance with the usual practice in Luxembourg. As of 31 August 2014, the annualized amounts expressed as a percentage of average daily Net Asset Value of the Portfolio of the Administrator fee, Custodian fee and Transfer Agent fee were 0.04%, 0.23% and 0.09%, respectively. These fees may decrease or increase depending on the assets of the Portfolio and transaction volume or for other reasons.

Organizational Expenses

The Portfolio has no unamortized organizational expenses.

Historical Performance

Information on the historical performance of the Portfolio may be found in the Portfolio's KIIDs and at www.abglobal.com.

History

The Portfolio was established as a portfolio of the Fund under the name Global Balanced Portfolio on 2 November 2004, and subsequently renamed Dynamic Diversified Portfolio on 15 April 2011.

AllianceBernstein—Global Equity Blend Portfolio

Investment Objective and Policies

Investment Objective

The Portfolio seeks to achieve long-term growth of capital.

The Portfolio invests in global equity portfolios that are designed as solutions for investors who seek equity returns but also want broad diversification of the related risks across styles, sectors and geographic regions. In managing the Portfolio, the Investment Manager efficiently diversifies between growth and value equity investment styles. The Investment Manager selects growth and value equity securities by drawing from a variety of its fundamental growth and value investment disciplines to produce a blended portfolio.

Normally, the Investment Manager's targeted allocation for the Portfolios is an equal weighting of 50% growth stocks and 50% value stocks. The Investment Manager will allow the relative weightings of the Portfolio's growth and value components to vary in response to markets, but ordinarily only within a range of +/- 5% of the Portfolio. Beyond those ranges, the Investment Manager will generally rebalance the Portfolio toward the targeted allocation. However, under extraordinary circumstances, when the Investment Manager believes that conditions favoring one or the other investment are compelling, the range may expand to +/-10% of the Portfolio before rebalancing occurs.

Description of Investment Disciplines and Processes

Global Growth. The Portfolio's growth stocks are selected using the Investment Manager's growth investment discipline. The growth investment team selects stocks using a process that seeks to identify companies with superior earnings growth prospects. This discipline relies heavily upon the fundamental analysis and research of the Investment Manager's large internal growth research staff of approximately 50 dedicated growth analysts, which follows approximately 1,400 companies.

The Investment Manager places research emphasis on identifying companies whose substantially above-average prospective earnings growth potential appears likely to outpace market expectations.

The Portfolio's total net assets invested in global equity securities utilizing the Investment Manager's Global Growth investment discipline will be allocated by the Investment Manager among various industry sectors determined by the Investment Manager to possess superior growth potential, each such industry sector designated a "subportfolio." The individual global equity securities represented by a subportfolio relating to a particular industry sector will be selected by the Investment Manager's in-house research specialist(s) responsible for that particular industry sector.

The current subportfolios designated by the Investment Manager in conjunction with the Investment Manager's Global Growth investment discipline are as follows: (1) technology, (2) consumer, (3) finance and (4) industrial cyclicals. The percentage of the Portfolio's total net assets allocated to any one subportfolio will depend upon the Investment Manager's assessment of current and forecasted investment opportunities and conditions.

The Investment Manager's Investment Team may (i) redesignate or alter the criteria relating to an existing subportfolio as a particular industry sector's growth potential fluctuates, (ii) retire an existing subportfolio as the growth potential of the relevant industry sector decreases or (iii) establish a new subportfolio as the growth potential of a new or different industry sector increases.

Global Value. The Portfolio's value stocks are selected using the fundamental value investment discipline of the Investment Manager's Bernstein Unit. In selecting stocks, the Investment Manager's value investment teams seek to identify companies whose long-term earning power and dividend paying capability are not reflected in the current market price of their securities. This fundamental value discipline relies heavily upon the Investment Manager's large internal value research staff, which follows over 2,700 companies. Teams within the value research staff cover a given industry worldwide, to better understand each company's competitive position in a global context. The Investment Manager's staff of approximately 70 dedicated value analysts prepares its own earnings estimates and financial models for each company analyzed. The Investment Manager identifies and quantifies the critical variables that control a business's performance and analyzes the results in order to forecast each company's long-term prospects and expected returns.

The "Value" investment discipline attempts to identify securities that are undervalued using a disciplined fundamental value approach. The Investment Manager believes that, over time, a company's stock price will come to reflect its intrinsic economic value. The Investment Manager's fundamental value approach to equity investing generally defines value by reference to the relationship between a security's current price and its intrinsic economic value as measured by long-term earnings prospects. In each market, this approach seeks to identify a universe of securities that are considered to be undervalued because they are attractively priced relative to their future earnings power. Accordingly, forecasting corporate earnings and dividend-paying capability is the heart of the fundamental approach. Securities of companies in any industry, country or region can become mispriced, and the Investment Manager will seek to exploit all such opportunities when selecting securities for the Portfolio.

Other Investment Policies

The Portfolio is not subject to any limitation on the portion of its total assets that may be invested in any one country or region. The Portfolio intends to spread investment risk and expect to invest in equity securities of issuers domiciled in developed countries, including Australia, Canada, Japan, the United States and the developed nations in Europe and Asia. The Portfolio will be permitted to invest in securities of issuers domiciled, or with significant operations, in other countries, including emerging market countries.

The Portfolio's investments in securities of issuers domiciled in emerging market countries are not expected to exceed 30% of the Portfolio's net assets. The Investment Manager, in its discretion, will determine which countries constitute "emerging market countries." In general, emerging market countries will be countries considered by the global financial community to be developing countries, including countries from time to time included in the MSCI Emerging Markets IndexSM, a free float-adjusted market capitalization index designed to measure equity market performance in the global emerging markets. The Investment Manager's determination of which countries constitute emerging market countries may change from time to time.

The Investment Manager will, based upon its currency research and outlook, adjust the Portfolio's currency exposures while taking into account both (a) the Portfolio's overall non-base currency exposure, as well as (b) the expected risk and return of each of the particular currencies in the Portfolio's portfolio. The Investment Manager uses its in-house models developed specifically for this purpose. Accordingly, the Investment Manager may hedge all, some or none of the currency exposures depending on whether its research indicates that the currency is poised to fall or rise against the Portfolio's base currency.

As a temporary defensive measure or to provide for redemptions, the Portfolio may, without limit, hold cash, cash equivalents, or short-term fixed-income obligations, including money market instruments.

The Portfolio may invest up to 10% of its net assets in securities for which there is no ready market. See paragraph (5) of "Investment Restrictions" in Appendix A to Section II. The Portfolio may therefore not be readily able to sell such securities. Moreover, there may be contractual restrictions on the resale of such securities.

The Investment Manager expects that at any time at least 90% of the Portfolio's total assets will be invested in equity securities and in no case will the amount of the Portfolio's assets invested in such securities be less than two-thirds of the Portfolio's total assets.

Efficient portfolio management and hedging techniques may include use of exchange-traded and OTC derivative instruments, including swaps, options, futures and currency transactions.

Leverage. The Investment Manager does not expect to utilize bank borrowing in implementing the Portfolio's investment strategy. The expected level of leverage of the Portfolio is estimated to be in the 0% to 50% range of its Net Asset Value. The expected level of leverage is calculated as the sum of the notionals of the financial derivative instruments held by the Portfolio. Pursuant to the CSSF Circular 11/512 dated 30 May 2011, this calculation methodology neither takes into account the fact that a particular financial derivative instrument increases or decreases the Portfolio's investment risks nor permits to net financial derivative instruments with reverse positions. Shareholders should be aware that (i) a higher level of expected leverage does not automatically imply a higher level of investment risk and (ii) the expected level of leverage disclosed above is mainly generated by the use of derivatives for hedging purposes or for

efficient portfolio management. In addition, the actual leverage of the Portfolio may deviate from the above mentioned expected level of leverage.

Risk Measurement. The Investment Manager will utilize a Value-at-Risk ("VaR") methodology to monitor the global exposure (market risk) for the Portfolio. The global exposure of the Portfolio is measured by the relative VaR methodology pursuant to which the VaR of the Portfolio may not exceed twice the VaR of a reference benchmark. For these purposes, the Portfolio's reference benchmark is the MSCI World.

Currency Hedged Share Classes

One or more of the Portfolio's share classes offered in a particular currency (each, an "Offered Currency") may be hedged to such Offered Currency. Any such share class will constitute a "Currency Hedged Share Class." Currency Hedged Share Classes aim to provide investors a return more closely correlated to the Portfolio's base currency return by reducing the effect of exchange rate fluctuations between the Portfolio's base currency (*i.e.*, Dollar) and the relevant Offered Currency, taking into account practical considerations such as transaction costs. The hedging strategy employed is designed to reduce, but may not eliminate, currency exposure between the Portfolio's base currency and the Offered Currency.

Currency Hedged Share Classes do not affect the investment management of the Portfolio's underlying assets since it is only the net asset value (NAV) of the Currency Hedged Share Classes, not the Portfolio's underlying assets, which is hedged to the Offered Currency. Expenses incurred as a result of such hedging activity will be borne by the Currency Hedged Share Class in relation to which such expenses are incurred.

For additional information on share class hedging, see "How to Purchase Shares—Currency Hedged Share Classes" in Section II.

Summary Information

Portfolio Features

Recommended Investment Horizon	Long-term	Class Names	H means Currency Hedged Share Classes. For additional information on share class hedging, see "How to Purchase Shares—Currency Hedged Share Classes" and "Risk Factors -- Currency Hedged Share Class Risk" in Section II.
Currency of the Portfolio	USD		
Net Asset Value Calculation	Each Business Day		
Net Asset Value Publication	Available at www.abglobal.com	Distributions*	None. See "Distributions" below.
Cut-Off Times	<p><i>For USD-Denominated Share Classes</i> 4:00 P.M. U.S. Eastern Time on each Business Day</p> <p><i>For Currency Hedged Share Classes</i> 6:00 P.M. Central European Time on each Business Day</p>		* Includes Hedged Share Classes.

Share Class Fees and Charges¹

	Initial Sales Charge ³	Management Fee ⁴	Distribution Fee ⁵	Contingent Deferred Sales Charge ⁶
USD-Denominated Share Classes				
Class A Shares	Up to 6.25%	1.60%	None	None 0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class B Shares ²	None	1.60%	1.00%	0–1 year held=1.0% thereafter 0%
Class C Shares	None	2.05%	None	None
Class I Shares ⁹	Up to 1.50%	0.80%	None	None
Class S Shares ⁷	None	None	None	None
Class S1 Shares	None	0.70%	None	None
EUR Hedged Share Classes				
Class A EUR H Shares	Up to 6.25%	1.60%	None	None
Fiscally Transparent Share Classes [for Certain Eligible Investors with approval from the Management Company]⁸				
Class SA GB Shares	None	None	None	None
Class S1A GB, S1B GB, S1B IE Shares	None	0.70%	None	None

- The Management Company, Administrator, Custodian and Transfer Agent are entitled to receive, out of the assets of the Portfolio, fees as described under "Other Portfolio Information—Management Company, Administrator, Custodian and Transfer Agent Fees" below. The Portfolio also bears all of its other expenses. See "How to Purchase Shares" and "Additional Information—Fees and Expenses" in Section II. The Management Company has voluntarily undertaken, until the Management Company on behalf of the Fund notifies Shareholders to the contrary, that if, in any fiscal year, the aggregate fees and expenses with respect to the following share classes of the Portfolio (including any management fee and all other fees and expenses set out in "Additional Information—Fees and Expenses" in Section II, including Luxembourg *Taxe d'Abonnement* but exclusive of certain other taxes, brokerage (if applicable) and interest on borrowings) exceed the following percentages of the average Net Asset Value for the fiscal year attributable to the Portfolio's share classes (and corresponding H shares) as follows: A (2.10%), B (3.10%), C (2.55%), I (1.30%), S (0.10%), S1 (0.80%), SA GB (0.10%), S1A GB (0.80%), S1B GB (0.80%) and S1B IE (0.80%), the Fund may deduct from the payment to be made to the Management Company, or the Management Company will otherwise bear, such excess fees and expenses.
- After six years from the date of purchase, class B Shareholders will have the right to request a conversion to class A shares without charge. For further details on the conversion right, please refer to "How to Exchange or Convert Shares—Conversion of CDSC Shares" in Section II.
- As a percentage of purchase price.
- As an annual percentage of average daily Net Asset Value. With respect to certain share classes, the management fee may also include a component that

- is paid to distributors or other financial intermediaries and service providers. For further details on the management fee, please refer to "Additional Information—Fees and Expenses" in Section II.
- As an annual percentage of average daily Net Asset Value.
- As a percentage of the lesser of the current Net Asset Value or original cost of the Shares being redeemed and based upon the duration that such Shares are held. CDSC Shares may only be purchased through a dealer authorized by the Distributor to offer such shares. Those investors considering an investment in CDSC Shares should speak with their financial advisor for details. With respect to class C shares, a dealer may elect to waive the contingent deferred sales charge in certain circumstances.
- Class S shares are reserved for institutional investors that have entered into an agreement with the Management Company and are being charged an investment management fee separately.
- Class SA GB and S1A GB Shares are available only to those UK institutional investors who demonstrate to the satisfaction of the Management Company that they are exempt from withholding tax on U.S.-source dividend income under the relevant tax treaty between the investor's country of tax residence and the United States and agree to provide the Management Company certain other certifications and information to the extent required to establish their eligibility for these shares.
- Class S1B GB/IE Shares are available only to those UK/Irish institutional investors who demonstrate to the satisfaction of the Management Company that they are entitled to reduced withholding tax of 15% on

US-source dividend income under the relevant tax treaty between the investor's country of tax residence and the United States and agree to provide the Management Company certain other certifications and information to the extent required to establish their eligibility for these shares.

9 Available to (i) investors purchasing Shares through Distributors who have separate fee arrangements with such investors, (ii) product structures that purchase the Shares directly, or on behalf of an end investor and assess such investor a fee at the product level, and (iii) other investors at the Management Company's discretion.

	Offered Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg Taxe d'Abonnement***
USD-Denominated Share Classes					
Class A Shares	Dollar	\$2,000	\$750		
	Euro	€2,000	€750	None	0.05%
	SGD	S\$3,000	S\$1,000		
Class B Shares	Dollar	\$2,000	\$750	\$250,000	
	Euro	€2,000	€750	€250,000	0.05%
	SGD	S\$3,000	S\$1,000	S\$350,000	
Class C Shares	Dollar	\$2,000	\$750		
	Euro	€2,000	€750	None	0.05%
	SGD	S\$3,000	S\$1,000		
Class I Shares	Dollar	\$1 million**			
	Euro	€1 million**	None	None	0.05%
	SGD	S\$1.5 million**			
Class S Shares	Dollar	\$25 million**			
	Euro	€20 million**	None	None	0.01%
	GBP	£15 million**			
	HKD	HK\$200 million**			
Class S1 Shares	Dollar	\$25 million**			
	Euro	€20 million**	None	None	0.01%
	GBP	£15 million**			
	SGD	SGD 37.5 million**			
	Offered Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg Taxe d'Abonnement***
Fiscally Transparent Share Classes [for Certain Eligible Investors with approval from the Management Company]					
Class SA GB Shares	Dollar	\$25 million**			
	Euro	€20 million**	None	None	0.01%
	GBP	£15 million**			
Class S1A GB, S1B GB, S1B IE Shares	Dollar	\$25 million**			
	Euro	€20 million**	None	None	0.01%
	GBP	£15 million**			
	Hedged Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg Taxe d'Abonnement***
EUR Hedged Share Classes					
Class A EUR H Shares	EUR	€2,000	€750	None	0.05%
<p>* Does not apply to automatic investment plans, where offered.</p> <p>** May be waived by the Management Company in its sole discretion.</p> <p>*** Annual Luxembourg tax payable quarterly by each portfolio.</p>					

Other Portfolio Information

Principal Investment Types

For a chart summarizing the principal types of investments used by the Portfolio and a description of securities and other instruments in which the Portfolio may invest, investors should refer to "Investment Types" in Section II beginning on page II-7. The ability of the Portfolio to invest in any securities or instruments is subject to the restrictions in the Portfolio's stated investment objective and policies and the limitations contained in "Investment Restrictions" in Appendix A to Section II.

Risk Profile

Investments of the Portfolio are subject to higher risks inherent in equity investments. In general, the value of equity investments may fluctuate, sometimes dramatically, in response to the activities and results of individual companies or because of general market, economic, political and natural conditions that are difficult to predict. Such factors include the possibility of sudden or prolonged market declines and risks associated with individual companies. Historically, equity securities have provided greater long-term returns and have entailed greater short-term risks than other investment choices.

The Portfolio is subject to market, interest rate and currency fluctuations and to other risks inherent in investing in securities. Therefore, no assurance can be given that the investment objective will be achieved, that invested capital will be preserved, or that capital appreciation will occur. Investment results may vary substantially on a monthly, quarterly or annual basis. An investment in the Portfolio does not represent a complete investment program.

For a chart summarizing the principal risks of the Portfolio and a more detailed discussion of these and other risks applicable to the Portfolio, investors should refer to "Risk Factors" in Section II.

Profile of the Typical Investor

The Portfolio will suit higher risk-tolerant investors seeking the longer-term rewards of equity investment. Investors are encouraged to consult their independent financial advisors regarding the suitability of Shares of the Portfolio for their investment needs.

Distributions

The Management Company currently does not intend to pay dividends with respect to the Shares. Therefore, any net income and net realized profits attributable to the Shares will be reflected in the respective Net Asset Value of the Shares.

Management Company, Administrator, Custodian and Transfer Agent Fees

For all Shares (and corresponding H shares) except class S and S1 shares, the Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the Shares equal to 0.10% of average daily Net Asset Value. The Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the class S and S1 shares equal to the lesser of \$50,000 or 0.01% of average daily Net Asset Value.

The Administrator fee, Custodian fee and Transfer Agent fee for the Portfolio are paid out of the assets of the Portfolio in accordance with the usual practice in Luxembourg. As of 31 August 2014, the annualized amounts expressed as a percentage of average daily Net Asset Value of the Portfolio of the Administrator fee, Custodian fee and Transfer Agent fee were 0.01%, 0.01% and 0.03%, respectively (the Transfer Agent fee with respect to class S shares only was 0.01%). These fees are subject to the limitation on expenses discussed in note 1 to "Summary Information—Share Class Fees and Charges" above and may decrease or increase depending on the assets of the Portfolio and transaction volume or for other reasons.

Organizational Expenses

The Portfolio has no unamortized organizational expenses.

Historical Performance

Information on the historical performance of the Portfolio may be found in the Portfolio's KIIDs and at www.abglobal.com.

History

The Portfolio was established on 15 July 2002 as a portfolio within ACM Bernstein Blended Style Investments, a mutual investment fund managed by the Management Company and organized under the laws of the Grand Duchy of Luxembourg, under the name "Global Equity Portfolio." On 1 September 2003, ACM Bernstein Blended Style Investments was amalgamated into the Fund and the assets of Global Equity Portfolio were contributed into the Global Blend Portfolio, a new portfolio created within the Fund. On 10 November 2004, Global Blend Portfolio was renamed "Global Equity Blend Portfolio." See "Additional Information—Management Regulations" in Section II.

AllianceBernstein—Global Growth Trends Portfolio

Investment Objective and Policies

Investment Objective

The Portfolio's investment objective is long term growth of capital.

Investment Policies

The Portfolio seeks to achieve its investment objective by investing in an actively managed portfolio of equity securities of issuers from markets around the world, including developed markets as well as emerging markets. In selecting securities for investment, the Investment Manager seeks to identify companies whose growth potential appears likely to outpace market expectations and focus investments on companies exposed to or poised to benefit from secular growth trends.

The Investment Manager expects that, under normal market conditions, the Portfolio will maintain investment exposure equal to at least 90% of its assets in equity securities, and in no case will the amount of the Portfolio's exposure in such securities be less than 2/3 of its assets. The Portfolio's investments in securities of issuers domiciled in emerging market countries are not expected to exceed 30% of the Portfolio's net assets, though the Portfolio is not subject to any limitation on the portion of its assets that may be invested in any one country or region.

The Portfolio may invest in common stocks, including IPOs and securities convertible into common stock, preferred stocks, the equity securities of real estate investments trusts ("REITs"), depositary receipts (including ADRs and GDRs), and exchange-traded funds ("ETFs") qualified as UCITS or eligible UCI within the meaning of Article 41(1)(e) of the Law of 2010, as well as financial derivative instruments.

Currency Management. The Portfolio may utilize currency management techniques to hedge currency exposure or provide exposure greater than that provided by the underlying equity positions.

Financial Derivative Instruments. The Investment Manager may use derivative products and strategies when implementing the Portfolio's investment strategy. Such financial derivative instruments (including OTC and exchange-traded financial derivative instruments) may include, but are not limited to, options, futures, forwards and swaps, including transactions on equity securities and currencies, as well as "local access products" (such as equity linked certificates, participation notes and warrants). These financial derivative instruments will be predominantly employed (i) as an alternative to investing directly in the underlying investments and (ii) to hedge against equity markets risk, specific issuer risk and currency fluctuations.

Leverage. The Investment Manager does not expect to utilize bank borrowing in implementing the Portfolio's investment strategy. The expected level of leverage of the Portfolio is estimated to be in the 0% to 50% range of its Net Asset Value. The expected level of leverage is calculated as the sum of the notional of the financial derivative instruments held by the Portfolio. Pursuant to the CSSF Circular 11/512 dated 30 May 2011, this calculation methodology neither takes into account the fact that a particular financial derivative instrument increases or decreases the Portfolio's investment risks nor permits to net financial derivative instruments with reverse positions. Shareholders should be aware that (i) a higher level of expected leverage does not automatically imply a higher level of investment risk and (ii) the expected level of leverage disclosed above is mainly

generated by the use of derivatives for hedging purposes or for efficient portfolio management. In addition, the actual leverage of the Portfolio may deviate from the above mentioned expected level of leverage.

Risk Measurement. The Investment Manager will utilize a Value-at-Risk ("VaR") methodology to monitor the global exposure (market risk) for the Portfolio. The global exposure of the Portfolio is measured by the relative VaR methodology pursuant to which the VaR of the Portfolio may not exceed twice the VaR of a reference benchmark. For these purposes, the Portfolio's reference benchmark is the MSCI World.

Other Investment Policies

Lack of Liquidity. The Portfolio may invest up to 10% of its net assets in securities for which there is no ready market. See paragraph (5) of "Investment Restrictions" in Appendix A to Section II. The Portfolio may therefore not be readily able to sell such securities. Moreover, there may be contractual restrictions on the resale of such securities.

Defensive Position – Holding Cash or Cash Equivalents. The Portfolio may hold cash or cash equivalents and short-term fixed-income securities, including money market instruments, as a temporary defensive measure or to provide for redemptions or in anticipation of investment in various international markets.

Future Developments. On an ancillary basis, the Portfolio may take advantage of other investment instruments and strategies including those that are not currently contemplated for use by the Portfolio to the extent such investment practices are consistent with the Portfolio's investment objective and legally permissible.

Currency Hedged Share Classes

One or more of the Portfolio's share classes offered in a particular currency (each, an "Offered Currency") may be hedged to such Offered Currency. Any such share class will constitute a "Currency Hedged Share Class." Currency Hedged Share Classes aim to provide investors a return more closely correlated to the Portfolio's base currency return by reducing the effect of exchange rate fluctuations between the Portfolio's base currency (i.e., Dollar) and the relevant Offered Currency, taking into account practical considerations such as transaction costs. The hedging strategy employed is designed to reduce, but may not eliminate, currency exposure between the Portfolio's base currency and the Offered Currency.

Currency Hedged Share Classes do not affect the investment management of the Portfolio's underlying assets since it is only the net asset value (NAV) of the Currency Hedged Share Classes, not the Portfolio's underlying assets, which is hedged to the Offered Currency. Expenses incurred as a result of such hedging activity will be borne by the Currency Hedged Share Class in relation to which such expenses are incurred.

For additional information on share class hedging, see "How to Purchase Shares—Currency Hedged Share Classes" in Section II.

Summary Information

Portfolio Features

Recommended Investment Horizon	Long-term	Distributions	For class A, AX, B, BX, C, I, S, S1, SA GB, SB GB, S1A GB and S1B GB shares
Currency of the Portfolio	USD		None
Net Asset Value Calculation	Each Business Day		For class SD shares To be declared and payable monthly
Net Asset Value Publication	Available at www.abglobal.com		See "Distributions" below.

Share Class Fees and Charges¹

	Initial Sales Charge ³	Management Fee ⁴	Distribution Fee ⁵	Contingent Deferred Sales Charge ⁶
USD-Denominated Share Classes				
Class A Shares	Up to 6.25%	1.70% 1.50%	None	None
Class AX Shares	No longer offered	1.20% 1.00%	None	None
Class B Shares ²	None	1.70% 1.50%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class BX Shares ²	No longer offered	1.20% 1.00%	None	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class C Shares	None	2.15% 1.95%	None	0–1 year held=1.0% thereafter 0%
Class I Shares ⁹	Up to 1.50%	0.90% 0.70%	None	None
Class S Shares ⁷	None	None	None	None
Class S1 Shares	None	0.70%	None	None
Class SD Shares ⁷	None	None	None	None
Fiscally Transparent Share Classes [for Certain Eligible Investors with approval from the Management Company]⁸				
Class SA GB, SB GB Shares	None	None	None	None
Class S1A GB, S1B GB Shares	None	0.70%	None	None

1 The Management Company, Administrator, Custodian and Transfer Agent are entitled to receive, out of the assets of the Portfolios, fees as described under "Other Portfolio Information—Management Company, Administrator, Custodian and Transfer Agent Fees" below. The Portfolio also bears all of its other expenses. See "How to Purchase Shares" and "Additional Information—Fees and Expenses" in Section II. The Management Company has voluntarily undertaken, until the Management Company on behalf of the Fund notifies Shareholders to the contrary, that if, in any fiscal year, the aggregate fees and expenses with respect to the following share classes of the Portfolio (including any management fee and all other fees and expenses set out in "Additional Information—Fees and Expenses" in Section II, including Luxembourg *Taxe d'Abonnement* but exclusive of certain other taxes, brokerage (if applicable) and interest on borrowings) exceed the following percentages of the average Net Asset Value for the fiscal year attributable to the Portfolio's share classes as follows: S (0.15%), S1 (0.85%), SD (0.15%), SA GB (0.15%), SB GB (0.15%), S1A GB (0.85%) and S1B GB (0.85%), the Fund may deduct from the payment to be made to the Management Company, or the Management Company will otherwise bear, such excess fees and expenses.

2 After six years from the date of purchase, class B Shareholders will have the right to request a conversion to class A shares, respectively, without charge from either the Fund or the Management Company. For further details on the conversion right, please refer to "How to Exchange or Convert Shares—Conversion of CDSC Shares" in Section II of the Prospectus.

3 As a percentage of purchase price.

4 As an annual percentage of average daily Net Asset Value. With respect to certain share classes, the management fee may also include a component that is paid to distributors or other financial intermediaries and service providers. For further details on the management fee, please refer to "Additional Information—Fees and Expenses" in Section II. Commencing 1 September 2009, for all Shares except class S and S1 shares, consecutive fee levels listed apply with respect to (1) the first \$1,250,000,000 of the net assets of the Portfolio and (2) the amount of the net assets of the Portfolio over \$1,250,000,000.

5 As an annual percentage of average daily Net Asset Value.

6 As a percentage of the lesser of the current Net Asset Value or original cost of the Shares being redeemed and based upon the duration that such Shares are held. CDSC Shares may only be purchased through a dealer authorized by the Distributor to offer such shares. Those investors considering an investment in CDSC Shares should speak with their financial advisor for details. With respect to class C shares, a dealer may elect to waive the contingent deferred sales charge in certain circumstances.

7 Class S and SD shares are reserved for institutional investors that have entered into an agreement with the Management Company and are being charged an investment management fee separately.

8 Class SA GB and S1A GB Shares are available only to those UK institutional investors who demonstrate to the satisfaction of the Management Company that they are exempt from withholding tax on U.S.-source dividend income under the relevant tax treaty between the

investor's country of tax residence and the United States and agree to provide the Management Company certain other certifications and information to the extent required to establish their eligibility for these shares.

Class SB GB and S1B GB Shares are available only to those UK institutional investors who demonstrate to the satisfaction of the Management Company that they are entitled to reduced withholding tax of 15% on US-source dividend income under the relevant tax treaty between the investor's country of tax residence and the United States and agree to provide the Management

Company certain other certifications and information to the extent required to establish their eligibility for these shares.

- 9 Available to (i) investors purchasing Shares through Distributors who have separate fee arrangements with such investors, (ii) product structures that purchase the Shares directly, or on behalf of an end investor and assess such investor a fee at the product level, and (iii) other investors at the Management Company's discretion.

	Offered Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg <i>Taxe d'Abonnement</i> ***
USD-Denominated Share Classes					
Class A Shares	Dollar	\$2,000	\$750	None	0.05%
	Euro	€2,000	€750		
	SGD	S\$3,000	S\$1,000		
Class AX Shares	Dollar	No longer offered	No longer offered	No longer offered	0.05%
Class B Shares	Dollar	\$2,000	\$750	\$250,000	0.05%
	Euro	€2,000	€750	€250,000	
	SGD	S\$3,000	S\$1,000	S\$350,000	
Class BX Shares	Dollar	No longer offered	No longer offered	No longer offered	0.05%
Class C Shares	Dollar	\$2,000	\$750	None	0.05%
	Euro	€2,000	€750		
	SGD	S\$3,000	S\$1,000		
Class I Shares	Dollar	\$1 million**	None	None	0.05%
	Euro	€1 million**			
	SGD	S\$ 1.5 million**			
Class S Shares	Dollar	\$25 million**	None	None	0.01%
	Euro	€20 million**			
	GBP	£15 million**			
	SGD	S\$20 million**			
Class S1 Shares	Dollar	\$25 million**	None	None	0.01%
	Euro	€20 million**			
	GBP	£15 million**			
	SGD	S\$20 million**			
Class SD Shares	Dollar	\$25 million**	None	None	0.01%
	Offered Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg <i>Taxe d'Abonnement</i> ***
Fiscally Transparent Share Classes [for Certain Eligible Investors with approval from the Management Company]					
Class SA GB, SB GB Shares	Dollar	\$25 million**	None	None	0.01%
	Euro	€20 million**			
	GBP	£15 million**			
Class S1A GB, S1B GB Shares	Dollar	\$25 million**	None	None	0.01%
	Euro	€20 million**			
	GBP	£15 million**			

* Does not apply to automatic investment plans, where offered.

** May be waived by the Management Company in its sole discretion.

*** Annual Luxembourg tax payable quarterly by each portfolio.

Other Portfolio Information

Principal Investment Types

For a chart summarizing the principal types of investments used by the Portfolio and a description of securities and other instruments in which the Portfolio may invest, investors should refer to "Investment Types" in Section II beginning on page II-7. The ability of the Portfolio to invest in any securities or instruments is subject to the restrictions in the Portfolio's stated investment objective and policies and the limitations contained in "Investment Restrictions" in Appendix A to Section II.

Risk Profile

It is intended that this Portfolio will make use of financial derivative instruments. The investment restrictions (9) to (13) set forth in Appendix A to Section II will not apply. This Portfolio shall employ the Value-at-Risk (VaR) approach.

VaR reports will be produced and monitored on a daily basis based on the following criteria:

- 1 month holding period;
- 99% confidence level; and
- stress testing applied on an ad hoc basis.

Investments of the Portfolio are subject to the higher risks inherent in equity investments. In general, the value of equity investments may fluctuate, sometimes dramatically, in response to the activities and results of individual companies or because of general market, economic, political and natural conditions that are difficult to predict. Such factors include the possibility of sudden or prolonged market declines and risks associated with individual companies. Historically, equity securities have provided greater long-term returns and have entailed greater short-term risks than other investment instruments.

The Portfolio is subject to market, interest rate and currency fluctuations and to other risks inherent in investing in securities. Therefore, no assurance can be given that the investment objective will be achieved, that invested capital will be preserved or that capital appreciation will occur. Investment results may vary substantially on a monthly, quarterly or annual basis. An investment in the Portfolio does not represent a complete investment program.

For a chart summarizing the principal risks of the Portfolio and a more detailed discussion of these and other risks applicable to the Portfolio, investors should refer to "Risk Factors" in Section II.

Profile of the Typical Investor

The Portfolio will suit higher risk-tolerant investors seeking the longer-term rewards of equity investment. Investors are encouraged to consult their independent financial advisors regarding the suitability of Shares of the Portfolio for their investment needs.

Distributions

For class A, AX, B, BX, C, I, S, S1, SA GB, SB GB, S1A GB and S1B GB shares, the Management Company currently does not intend

to pay distributions with respect to the Shares. Therefore, any net income and net realized profits attributable to the Shares will be reflected in the respective Net Asset Value of the Shares.

For class SD shares, the Management Company intends to declare and pay monthly distributions. The Management Company intends to maintain a stable distribution rate per share for such share class, and therefore distributions may come from gross income (before reduction for fees and expenses), realized and unrealized gains and capital attributable to the relevant class. Distributions in excess of net income (gross income less fees and expenses) may represent a return of the investor's original investment amount and as such may result in a decrease in the NAV per share for the relevant class.

The Management Company also may determine if and to what extent distributions paid include realized capital gains and/or are paid out of capital, attributable to the relevant class of Shares. Distributions may be automatically reinvested at the election of the Shareholder.

Management Company, Administrator, Custodian and Transfer Agent Fees

For all Shares except class S, S1 and SD shares, the Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the Shares equal to 0.10% of average daily Net Asset Value. The Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the class S, S1 and SD shares equal to the lesser of \$50,000 or 0.01% of average daily Net Asset Value.

The Administrator fee, Custodian fee and Transfer Agent fee for the Portfolio are paid out of the assets of the Portfolio in accordance with the usual practice in Luxembourg. As of 31 August 2014, the annualized amounts expressed as a percentage of average daily Net Asset Value of the Portfolio of the Administrator fee, Custodian fee and Transfer Agent fee were 0.02%, 0.01% and 0.12%, respectively (the Transfer Agent fee with respect to class S shares only was 0.01%). These fees may decrease or increase depending on the assets of the Portfolio and transaction volume or for other reasons.

Organizational Expenses

The Portfolio has no unamortized organizational expenses.

Historical Performance

Information on the historical performance of the Portfolio may be found in the Portfolio's KIIDs and at www.abglobal.com.

History

The Portfolio was originally established as the Alliance Global Growth Trends Portfolio on 25 October 1991. The Portfolio's Management Regulations were amended on 22 July 1992 to adopt the umbrella structure that exists today. See "Additional Information—Management Regulations" in Part II.

AllianceBernstein—Global Value Portfolio

Investment Objective and Policies

Investment Objective

The investment objective of the Portfolio is to achieve long-term capital growth by investing in global portfolios of equity securities that are determined by the Investment Manager to be undervalued. The Portfolio will invest primarily in diversified portfolios of equity securities from around the world, including the United States.

Description of Investment Disciplines and Processes

The Portfolio's value stocks are selected using the fundamental value investment discipline of the Investment Manager's Bernstein Unit. In selecting stocks, the Investment Manager's value investment teams seek to identify companies whose long-term earning power and dividend paying capability are not reflected in the current market price of their securities. This fundamental value discipline relies heavily upon the Investment Manager's large internal value research staff, which follows over 2,700 companies. Teams within the value research staff cover a given industry worldwide, to better understand each company's competitive position in a global context. The Investment Manager's staff of approximately 70 dedicated value analysts prepares its own earnings estimates and financial models for each company analyzed. The Investment Manager identifies and quantifies the critical variables that control a business's performance and analyzes the results in order to forecast each company's long-term prospects and expected returns.

The "Value" investment discipline attempts to identify securities that are undervalued using a disciplined fundamental value approach. The Investment Manager believes that, over time, a company's stock price will come to reflect its intrinsic economic value. The Investment Manager's fundamental value approach to equity investing generally defines value by reference to the relationship between a security's current price and its intrinsic economic value as measured by long-term earnings prospects. In each market, this approach seeks to identify a universe of securities that are considered to be undervalued because they are attractively priced relative to their future earnings power. Accordingly, forecasting corporate earnings and dividend-paying capability is the heart of the fundamental approach. Securities of companies in any industry, country or region can become mispriced, and the Investment Manager will seek to exploit all such opportunities when selecting securities for the Portfolio.

Other Investment Policies

The Portfolio is not subject to any limitation on the portion of their total assets that may be invested in any one country or region. The Portfolio intends to spread investment risk and expect to invest in equity securities of issuers domiciled in developed countries, including Australia, Canada, Japan, the United States and the developed nations in Europe and Asia. The Portfolio will be permitted to invest in securities of issuers domiciled, or with significant operations, in other countries, including emerging market countries.

The Portfolio's investments in securities of issuers domiciled in emerging market countries are not expected to exceed 30% of the Portfolio's net assets. The Investment Manager, in its discretion, will determine which countries constitute "emerging market countries." In general, emerging market countries will be countries considered by the global financial community to be developing countries, including countries from time to time included in the MSCI Emerging Markets IndexSM, a free float-adjusted market capitalization index designed to measure equity market performance in the global emerging markets. The Investment Manager's determination of which countries constitute emerging market countries may change from time to time.

The Investment Manager will, based upon its currency research and outlook, adjust the Portfolio's currency exposures while taking into account both (a) the Portfolio's overall non-base currency exposure, as well as (b) the expected risk and return of each of the particular currencies in the Portfolio's portfolio. The Investment Manager uses its in-house models developed specifically for this purpose. Accordingly, the Investment Manager may hedge all, some or none of the currency exposures depending on whether its research indicates that the currency is poised to fall or rise against the Portfolio's base currency.

The Portfolio will invest primarily in common stocks but may also invest in preferred stocks, warrants and convertible securities of U.S. and non-U.S. issuers, including sponsored or unsponsored ADRs and GDRs or their equivalents.

As a temporary defensive measure or to provide for redemptions, the Portfolio may, without limit, hold cash, cash equivalents, or short-term fixed-income obligations, including money market instruments.

The Portfolio may invest up to 10% of its net assets in securities for which there is no ready market. See paragraph (5) of "Investment Restrictions" in Appendix A to Section II. The Portfolio may therefore not be readily able to sell such securities. Moreover, there may be contractual restrictions on the resale of such securities.

The Investment Manager expects that at any time at least 90% of the Portfolio's total assets will be invested in equity securities, and in no case will the amount of the Portfolio's total assets invested in such securities be less than two-thirds of the Portfolio's total assets.

Efficient portfolio management and hedging techniques may include use of exchange-traded and OTC derivative instruments, including swaps, options, futures and currency transactions.

Leverage. The Investment Manager does not expect to utilize bank borrowing in implementing the Portfolio's investment strategy. The expected level of leverage of the Portfolio is estimated to be in the 0% to 50% range of its Net Asset Value. The expected level of leverage is calculated as the sum of the notionals of the financial derivative instruments held by the Portfolio. Pursuant to the CSSF Circular 11/512 dated 30 May 2011, this calculation methodology neither takes into account the fact that a particular financial derivative instrument increases or decreases the Portfolio's investment risks nor permits to net financial derivative instruments with reverse positions. Shareholders should be aware that (i) a higher level of expected leverage does not automatically imply a higher level of investment risk and (ii) the expected level of leverage disclosed above is mainly generated by the use of derivatives for hedging purposes or for efficient portfolio management. In addition, the actual leverage of the Portfolio may deviate from the above mentioned expected level of leverage.

Risk Measurement. The Investment Manager will utilize a Value-at-Risk ("VaR") methodology to monitor the global exposure (market risk) for the Portfolio. The global exposure of the Portfolio is measured by the relative VaR methodology pursuant to which the VaR of the Portfolio may not exceed twice the VaR of a reference benchmark. For these purposes, the Portfolio's reference benchmark is the MSCI World.

Currency Hedged Share Classes. One or more of the Portfolio's share classes offered in a particular currency (each, an "Offered Currency") may be hedged to such Offered Currency. Any such share class will constitute a "Currency Hedged Share Class." Currency Hedged Share Classes aim to provide investors a return more closely correlated to the Portfolio's base currency return by reducing the effect of exchange rate fluctuations between the Portfolio's base currency (i.e., Dollar) and the relevant Offered Currency, taking into account practical considerations such as transaction costs. The hedging strategy employed is designed to reduce, but may not eliminate, currency exposure between the Portfolio's base currency and the Offered Currency.

Currency Hedged Share Classes do not affect the investment management of the Portfolio's underlying assets since it is only the net asset value (NAV) of the Currency Hedged Share Classes, not the Portfolio's underlying assets, which is hedged to the Offered Currency. Expenses incurred as a result of such hedging activity will be borne by the Currency Hedged Share Class in relation to which such expenses are incurred. For additional information on share class hedging, see "How to Purchase Shares—Currency Hedged Share Classes" in Section II.

Summary Information

Portfolio Features

Recommended Investment Horizon	Long-term	Order Cut-Off Times	<i>For USD-Denominated Share Classes</i> 4:00 P.M. U.S. Eastern Time on each Business Day
Currency of the Portfolio	USD		<i>For Currency Hedged Share Classes</i> 6:00 P.M. Central European Time on each Business Day
Net Asset Value Calculation	Each Business Day	Distributions*	<i>For class A, B, C, I, S, S1, SA GB, SB GB, S1A GB and S1B GB</i> None
Net Asset Value Publication	Available at www.abglobal.com		<i>For class AD, BD and SD shares</i> To be declared and payable monthly
Class Names	H means Currency Hedged Share Classes. For additional information on share class hedging, see "How to Purchase Shares—Currency Hedged Share Classes" and "Risk Factors -- Currency Hedged Share Class Risk" in Section II.		See "Distributions" below.
			*Includes Hedged Share Classes

Share Class Fees and Charges¹

	Initial Sales Charge ³	Management Fee ⁴	Distribution Fee ⁵	Contingent Deferred Sales Charge ⁶
USD-Denominated share classes				
Class A Shares	Up to 6.25%	1.50%	None	None
Class AD Shares	Up to 6.25%	1.50%	None	None
Class B Shares ²	None	1.50%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class BD Shares ²	None	1.50%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class C Shares	None	1.95%	None	0–1 year held=1.0% thereafter 0%
Class I Shares ⁹	Up to 1.50%	0.70%	None	None
Class S Shares ⁷	None	None	None	None
Class S1 Shares	None	0.70%	None	None
Class SD Shares ⁷	None	None	None	None
AUD Hedged Share Classes				
Class AD AUD H Shares	Up to 6.25%	1.50%	None	None
Class BD AUD H Shares ²	None	1.50%	1.00%	0–1 years held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
SGD Hedged Share Classes				
Class A SGD H Shares	Up to 6.25%	1.50%	None	None
Class AD SGD H Shares	Up to 6.25%	1.50%	None	None
CAD Hedged Share Classes				
Class AD CAD H Shares	Up to 6.25%	1.50%	None	None
ZAR Hedged Share Classes				
Class AD ZAR H Shares	Up to 6.25%	1.50%	None	None

				0–1 year held=4.0%
				1–2 yrs=3.0%
				2–3 yrs=2.0%
				3–4 yrs=1.0%
				4+ yrs=0%
GBP Hedged Share Classes				
Class BD ZAR H Shares ²	None	1.50%	1.00%	None
				0–1 year held=4.0%
				1–2 yrs=3.0%
				2–3 yrs=2.0%
				3–4 yrs=1.0%
				4+ yrs=0%
Class AD GBP H Shares	Up to 6.25%	1.50%	None	None
Class BD GBP H Shares ²	None	1.50%	1.00%	None
Class S GBP H Shares ⁷	None	None	None	None
EUR Hedged Share Classes				
Class AD EUR H Shares	Up to 6.25%	1.50%	None	None
				0–1 year held=4.0%
				1–2 yrs=3.0%
				2–3 yrs=2.0%
				3–4 yrs=1.0%
				4+ yrs=0%
Fiscally Transparent Share Classes [for Certain Eligible Investors with approval from the Management Company]⁸				
Class SA GB, SB GB Shares	None	None	None	None
Class S1A GB, S1B GB Shares	None	0.70%	None	None

1 The Management Company, Administrator, Custodian and Transfer Agent are entitled to receive, out of the assets of the Portfolio, fees as described under "Other Portfolio Information—Management Company, Administrator, Custodian and Transfer Agent Fees" below. The Portfolio also bears all of its other expenses. See "How to Purchase Shares" and "Additional Information—Fees and Expenses" in Section II. The Management Company has voluntarily undertaken, until the Management Company on behalf of the Fund notifies Shareholders to the contrary, that if, in any fiscal year, the aggregate fees and expenses with respect to the following share classes of the Portfolio (including any management fee and all other fees and expenses set out in "Additional Information—Fees and Expenses" in Section II, including Luxembourg *Taxe d'Abonnement* but exclusive of certain other taxes, brokerage (if applicable) and interest on borrowings) exceed the following percentages of the average Net Asset Value for the fiscal year attributable to the Portfolio's share classes as follows: S (0.12%), S1 (0.82%), SD (0.12%), SA GB (0.12%), SB GB (0.12%), S1A GB (0.82%) and S1B GB (0.82%) the Fund may deduct from the payment to be made to the Management Company, or the Management Company will otherwise bear, such excess fees and expenses.

2 After six years from the date of purchase, class B and BD Shareholders will have the right to request a conversion to class A and AD shares, respectively, without charge from either the Fund or the Management Company. For further details on the conversion right, please refer to "How to Exchange or Convert Shares—Conversion of CDSC Shares" in Section II of the Prospectus.

3 As a percentage of purchase price.

4 As an annual percentage of average daily Net Asset Value. With respect to certain share classes, the management fee may also include a component that is paid to distributors or other financial intermediaries and service providers. For further details on the Management Fee, please refer to "Additional Information—Fees and Expenses" in Section II.

5 As an annual percentage of average daily Net Asset Value.

6 As a percentage of the lesser of the current Net Asset Value or original cost of the Shares being redeemed and based upon the duration that such Shares are held. CDSC Shares may only be purchased through a dealer authorized by the Distributor to offer such shares. Those investors considering an investment in CDSC Shares should speak with their financial advisor for details. With respect to class C shares, a dealer may elect to waive the contingent deferred sales charge in certain circumstances.

7 Class S and SD shares are reserved for institutional investors that have entered into an agreement with the Management Company and are being charged an investment management fee separately.

8 Class SA GB and S1A GB Shares are available only to those UK institutional investors who demonstrate to the satisfaction of the Management Company that they are exempt from withholding tax on U.S.-source dividend income under the relevant tax treaty between the investor's country of tax residence and the United States and agree to provide the Management Company certain other certifications and information to the extent required to establish their eligibility for these shares.

Class SB GB and S1B GB Shares are available only to those UK institutional investors who demonstrate to the satisfaction of the Management Company that they are entitled to reduced withholding tax of 15% on US-source dividend income under the relevant tax treaty between the investor's country of tax residence and the United States and agree to provide the Management Company certain other certifications and information to the extent required to establish their eligibility for these shares.

9 Available to (i) investors purchasing Shares through Distributors who have separate fee arrangements with such investors, (ii) product structures that purchase the Shares directly, or on behalf of an end investor and assess such investor a fee at the product level, and (iii) other investors at the Management Company's discretion.

	Offered Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg <i>Taxe d'Abonnement</i> ***
USD-Denominated Share Classes					
Class A Shares	Dollar	\$2,000	\$750	None	0.05%
	Euro	€2,000	€750		
	SGD	S\$3,000	S\$1,000		
Class AD Shares	Dollar	\$2,000	\$750	None	0.05%
	HKD	HK\$15,000	HK\$5,000		
Class B Shares	Dollar	\$2,000	\$750	\$250,000	0.05%
	Euro	€2,000	€750	€250,000	
	SGD	S\$3,000	S\$1,000	S\$350,000	
Class BD Shares	Dollar	\$2,000	\$750	\$250,000	0.05%
	HKD	HK\$15,000	HK\$5,000	HK\$2,000,000	
Class C Shares	Dollar	\$2,000	\$750	None	0.05%
	Euro	€2,000	€750		
	SGD	S\$3,000	S\$1,000		
Class I Shares	Dollar	\$1 million**	None	None	0.05%
	Euro	€1 million**			
	SGD	S\$1.5 million**			
Class S Shares	Dollar	\$25 million**	None	None	0.01%
	Euro	€20 million**			
	GBP	£15 million**			
Class S1 Shares	Dollar	\$25 million**	None	None	0.01%
	Euro	€20 million**			
	GBP	£15 million**			
Class SD Shares	Dollar	\$25 million**	None	None	0.01%
	Hedged Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg <i>Taxe d'Abonnement</i> ***
AUD Hedged Share Classes					
Class AD AUD H Shares	AUD	A\$2,000	A\$750	None	0.05%
Class BD AUD H Shares	AUD	A\$2,000	A\$750	A\$250,000	0.05%
SGD Hedged Share Classes					
Class A SGD H Shares	SGD	S\$3,000	S\$1,000	None	0.05%
Class AD SGD H Shares	SGD	S\$3,000	S\$1,000	None	0.05%
CAD Hedged Share Classes					
Class AD CAD H Shares	CAD	C\$2,000	C\$750	None	0.05%
ZAR Hedged Share Classes					
Class AD ZAR H Shares	ZAR	ZAR 20,000	ZAR 7,000	None	0.05%
Class BD ZAR H Shares	ZAR	ZAR 20,000	ZAR 7,000	ZAR 2.5 million	0.05%
GBP Hedged Share Classes					
Class AD GBP H Shares	GBP	£2,000	£750	None	0.05%
Class BD GBP H Shares	GBP	£2,000	£750	£250,000	0.05%
Class S GBP H Shares	GBP	£15 million**	None	None	0.01%
EUR Hedged Share Classes					
Class AD EUR H Shares	EUR	€2,000	€750	None	0.05%
Class BD EUR H Shares	EUR	€2,000	€750	€250,000	0.05%

	Offered Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg <i>Taxe d'Abonnement</i> ***
Fiscally Transparent Share Classes [for Certain Eligible Investors with approval from the Management Company]					
Global Value Portfolio	Dollar	\$25 million**	None	None	0.01%
Class SA GB, SB GB Shares	Euro	€20 million**			
	GBP	£15 million**			
Class S1A GB, S1B GB Shares	Dollar	\$25 million**	None	None	0.01%
	Euro	€20 million**			
	GBP	£15 million**			

* Does not apply to automatic investment plans, where offered.

** May be waived by the Management Company in its sole discretion.

*** Annual Luxembourg tax payable quarterly by each portfolio.

Other Portfolio Information

Principal Investment Types

For a chart summarizing the principal types of investments used by the Portfolio and a description of securities and other instruments in which the Portfolio may invest, investors should refer to "Investment Types" in Section II beginning on page II-7. The ability of the Portfolio to invest in any securities or instruments is subject to the restrictions in the Portfolio's stated investment objective and policies and the limitations contained in "Investment Restrictions" in Appendix A to Section II.

Risk Profile

Investments of the Portfolio are subject to higher risks inherent in equity investments. In general, the value of equity investments may fluctuate, sometimes dramatically, in response to the activities and results of individual companies or because of general market, economic, political and natural conditions that are difficult to predict. Such factors include the possibility of sudden or prolonged market declines and risks associated with individual companies. Historically, equity securities have provided greater long-term returns and have entailed greater short-term risks than other investment choices.

The Portfolio is subject to market, interest rate and currency fluctuations and to other risks inherent in investing in securities. Therefore, no assurance can be given that the investment objective will be achieved, that invested capital will be preserved, or that capital appreciation will occur. Investment results may vary substantially on a monthly, quarterly or annual basis. An investment in the Portfolio does not represent a complete investment program.

For a chart summarizing the principal risks of the Portfolio and a more detailed discussion of these and other risks applicable to the Portfolio, investors should refer to "Risk Factors" in Section II.

Profile of the Typical Investor

The Portfolio will suit higher risk-tolerant investors seeking the longer-term rewards of equity investment. Investors are encouraged to consult their independent financial advisors regarding the suitability of Shares of the Portfolio for their investment needs.

Distributions

For class A, B, C, I, S, S1, SA GB, SB GB, S1A GB and S1B GB shares (and corresponding H shares), the Management Company currently does not intend to pay distributions with respect to the Shares. Therefore, any net income and net realized profits attributable to the Shares will be reflected in the respective Net Asset Value of the Shares.

For class AD, BD and SD shares (and corresponding H shares), the Management Company intends to declare and pay monthly distributions. The Management Company intends to maintain a stable distribution rate per share for such share classes, and therefore distributions may come from gross income (before reduction for fees and expenses), realized and unrealized gains and capital attributable to the relevant class. Distributions in excess of net income (gross income less fees and expenses) may represent a return of the investor's original investment amount and as such may result in a decrease in the NAV per share for the relevant class.

The Management Company also may determine if and to what extent distributions paid include realized capital gains and/or are paid out of capital, attributable to the relevant class of Shares. Distributions may be automatically reinvested at the election of the Shareholder.

Management Company, Administrator, Custodian and Transfer Agent Fees

For all Shares (and corresponding H shares) except class S, S1 and SD shares, the Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the Shares equal to 0.10% of average daily Net Asset Value. The Management Company is paid an annual fee out of the assets of this Portfolio on the aggregate Net Asset Value attributable to the class S, S1 and SD shares equal to the lesser of \$50,000 or 0.01% of average daily Net Asset Value.

The Administrator fee, Custodian fee and Transfer Agent fee for this Portfolio are paid out of the assets of the Portfolio in accordance with the usual practice in Luxembourg. As of 31 August 2014, the annualized amounts expressed as a percentage of average daily Net Asset Value of the Portfolio of the Administrator fee, Custodian fee and Transfer Agent fee were 0.02%, 0.01% and 0.05%, respectively. These fees are subject to the limitation on expenses discussed in note 1 to "Summary Information—Share Class Fees and Charges" above and may decrease or increase depending on the assets of the Portfolio and transaction volume or for other reasons.

Organizational Expenses

The Portfolio has no unamortized organizational expenses.

Historical Performance

Information on the historical performance of this Portfolio may be found in the Portfolio's KIIDs and at www.abglobal.com.

History

The Portfolio was established as a portfolio of ACM Bernstein Value Investments on 2 April 2001 and was subsequently amalgamated into the Fund with effect on 31 May 2006.

AllianceBernstein—Emerging Markets Growth Portfolio

Investment Objective and Policies

Investment Objective

The investment objective of the Portfolio is long-term growth of capital.

Investment Policies

The Portfolio seeks to achieve its investment objective by investing in a portfolio of equity securities of companies in emerging markets. Emerging markets include but are not limited to those countries listed in the MSCI Emerging Markets Index. The Portfolio may also invest in frontier markets from time to time. Frontier markets include but are not limited to those countries listed in the S&P Frontier Broad Market Index. In selecting securities for investment, the Investment Manager seeks to invest in high-quality issuers that it believes are well-positioned to grow over the long term.

The Investment Manager expects that, under normal market conditions, the Portfolio's total assets will be predominantly invested in the equity securities of emerging market and frontier market companies. The Portfolio will invest at least two-thirds of its assets in emerging markets issuers and at least 50% of its net assets in equity securities. Emerging market and frontier market companies include any company that (i) is domiciled or organized in; (ii) is established and conducting business in; (iii) conducts a significant part of its economic activities in; or (iv) has business activities that are meaningfully impacted by economic developments in, emerging markets or frontier markets.

The Portfolio may invest in common stocks, including the stock of companies conducting an initial public offering, and securities convertible into common stock, preferred stocks, the equity securities of real estate investments trusts ("REITs"), depositary receipts (including ADRs and GDRs), and exchange-traded funds ("ETFs") qualified as UCITS or eligible UCI within the meaning of Article 41(1)e) of the Law of 2010, as well as financial derivative instruments.

Currency Management. The Portfolio may utilize currency management techniques to hedge currency exposure or provide exposure greater than that provided by the underlying equity positions.

Financial Derivative Instruments. The Investment Manager may use derivative products and strategies when implementing the Portfolio's investment strategy. Such financial derivative instruments (including OTC and exchange-traded financial derivative instruments) may include, but are not limited to, options, futures, forwards and swaps, including transactions on equity securities and currencies, as well as "local access products" (such as equity linked certificates, participation notes and warrants). These financial derivative instruments will be predominantly employed (i) as an alternative to investing directly in the underlying investments and (ii) to hedge against equity markets risk, specific issuer risk and currency fluctuations.

Leverage. The Investment Manager does not expect to utilize bank borrowing in implementing the Portfolio's investment strategy. The expected level of leverage of the Portfolio is estimated to be in the 0% to 50% range of its Net Asset Value. The expected level of leverage is calculated as the sum of the notional of the financial derivative instruments held by the Portfolio. Pursuant to the CSSF Circular 11/512 dated 30 May 2011, this calculation methodology neither takes into account the fact that a particular financial derivative instrument increases or decreases the Portfolio's investment risks nor permits to net financial derivative instruments with reverse positions. Shareholders should be aware that (i) a higher level of expected

leverage does not automatically imply a higher level of investment risk and (ii) the expected level of leverage disclosed above is mainly generated by the use of derivatives for hedging purposes or as an alternative to investing directly in the underlying investments. In addition, the actual leverage of the Portfolio may deviate from the above mentioned expected level of leverage

Risk Measurement. The Investment Manager will utilize a Value-at-Risk ("VaR") methodology to monitor the global exposure (market risk) for the Portfolio. The global exposure of the Portfolio is measured by the relative VaR methodology pursuant to which the VaR of the Portfolio may not exceed twice the VaR of a reference benchmark. For these purposes, the Portfolio's reference benchmark is the MSCI Emerging Markets Index.

Other Investment Policies

Lack of Liquidity. The Portfolio may invest up to 10% of its net assets in securities for which there is no ready market. See paragraph (5) of "Investment Restrictions" in Appendix A to Section II. The Portfolio may therefore not be readily able to sell such securities. Moreover, there may be contractual restrictions on the resale of such securities.

Defensive Position – Holding Cash or Cash Equivalents. The Portfolio may hold cash or cash equivalents and short-term fixed-income securities, including money market instruments, as a temporary defensive measure or to provide for redemptions or in anticipation of investment in various international markets.

Future Developments. On an ancillary basis, the Portfolio may take advantage of other investment instruments and strategies including those that are not currently contemplated for use by the Portfolio to the extent such investment practices are consistent with the Portfolio's investment objective and legally permissible.

Currency Hedged Share Classes

One or more of the Portfolio's share classes offered in a particular currency (each, an "Offered Currency") may be hedged to such Offered Currency. Any such share class will constitute a "Currency Hedged Share Class." Currency Hedged Share Classes aim to provide investors a return more closely correlated to the Portfolio's base currency return by reducing the effect of exchange rate fluctuations between the Portfolio's base currency (i.e., Dollar) and the relevant Offered Currency, taking into account practical considerations such as transaction costs. The hedging strategy employed is designed to reduce, but may not eliminate, currency exposure between the Portfolio's base currency and the Offered Currency.

Currency Hedged Share Classes do not affect the investment management of the Portfolio's underlying assets since it is only the net asset value (NAV) of the Currency Hedged Share Classes, not the Portfolio's underlying assets, which is hedged to the Offered Currency. Expenses incurred as a result of such hedging activity will be borne by the Currency Hedged Share Class in relation to which such expenses are incurred. For additional information on share class hedging, see "How to Purchase Shares—Currency Hedged Share Classes" in Section II.

Summary Information

Portfolio Features

Recommended Investment Horizon	Long-term	Class Names	H means Currency Hedged Share Classes. For additional information on share class hedging, see "How to Purchase Shares—Currency Hedged Share Classes" and "Risk Factors -- Currency Hedged Share Class Risk" in Section II.
Currency of the Portfolio	USD		
Net Asset Value Calculation	Each Business Day		
Net Asset Value Publication	Available at www.abglobal.com	Order Cut-Off Times	<i>For USD-Denominated Share Classes</i> 4:00 P.M. U.S. Eastern Time on each Business Day <i>For Currency Hedged Share Classes</i> 6:00 P.M. Central European Time on each Business Day
		Distributions*	None. See "Distributions" below.
			*Includes Hedged Share Classes

Share Class Fees and Charges¹

	Initial Sales Charge ³	Management Fee ⁴	Distribution Fee ⁵	Contingent Deferred Sales Charge ⁶
USD-Denominated Share Classes				
Class A Shares	Up to 6.25%	1.70%	None	None 0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class B Shares ²	None	1.70%	1.00%	0–1 year held=1.0% thereafter 0%
Class C Shares	None	2.15%	None	None
Class I Shares ⁸	Up to 1.50%	0.90%	None	None
Class S Shares ⁷	None	None	None	None
Class S1 Shares	None	0.90%	None	None
AUD Hedged Share Classes				
Class A AUD H Shares	Up to 6.25%	1.70%	None	None 0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class B AUD H Shares ²	None	1.70%	1.00%	0–1 year held=1.0% thereafter 0%
Class C AUD H Shares	None	2.15%	None	None
Class I AUD H Shares ⁸	Up to 1.50%	0.90%	None	None
SGD Hedged Share Classes				
Class A SGD H Shares	Up to 6.25%	1.70%	None	None 0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class B SGD H Shares ²	None	1.70%	1.00%	

1 The Management Company, Administrator, Custodian and Transfer Agent are entitled to receive, out of the assets of the Portfolio, fees as described under "Other Portfolio Information—Management Company, Administrator, Custodian and Transfer Agent Fees" below. The Portfolio also bears all of its other expenses. See "How to Purchase Shares" and "Additional Information—Fees and Expenses" in Section II. The Management Company has voluntarily undertaken, until the Management Company on behalf of the Fund notifies Shareholders to the contrary, that if, in any fiscal year, the aggregate fees and expenses with respect to the following share classes of the Portfolio (including any management fee and all other fees and expenses set out in "Additional Information—Fees and Expenses" in Section II, including Luxembourg *Taxe d'Abonnement* but exclusive of certain other taxes, brokerage (if applicable) and interest on borrowings) exceed the following percentages of the Portfolio's average Net Asset Value for the fiscal year attributable to the Portfolio's share classes as follows: S (0.30%) and S1

(1.20%), the Fund may deduct from the payment to be made to the Management Company, or the Management Company will otherwise bear, such excess fees and expenses.

2 After six years from the date of purchase, class B Shareholders will have the right to request a conversion to class A shares without charge from either the Fund or the Management Company. For further details on the conversion right, please refer to "How to Exchange or Convert Shares—Conversion of CDSC Shares" in Section II of the Prospectus.

3 As a percentage of purchase price.

4 As an annual percentage of average daily Net Asset Value. With respect to certain share classes, the management fee may also include a component that is paid to distributors or other financial intermediaries and service providers. For further details on the management fee, please refer to "Additional Information—Fees and Expenses" in Section II.

5 As an annual percentage of average daily Net Asset Value.

6 As a percentage of the lesser of the current Net Asset Value or original cost of the Shares being redeemed and based upon the duration that such Shares are held. CDSC Shares may only be purchased through a dealer authorized by the Distributor to offer such shares. Those investors considering an investment in CDSC Shares should speak with their financial advisor for details. With respect to class C shares (and corresponding H shares classes), a dealer may elect to waive the contingent deferred sales charge in certain circumstances.

7 Class S shares are reserved for institutional investors that have entered into an agreement with the Management Company and are being charged an investment management fee separately.

8 Available to (i) investors purchasing Shares through Distributors who have separate fee arrangements with such investors, (ii) product structures that purchase the Shares directly, or on behalf of an end investor and assess such investor a fee at the product level, and (iii) other investors at the Management Company's discretion.

Other Share Class Features

	Offered Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg Taxe d'Abonnement***
Class A Shares	Dollar	\$2,000	\$750	None	0.05%
	Euro	€2,000	€750		
	SGD	S\$3,000	S\$1,000		
	HKD	HK\$15,000	HK\$5,000		
Class B Shares	Dollar	\$2,000	\$750	\$250,000	0.05%
	Euro	€2,000	€750	€250,000	
	SGD	S\$3,000	S\$1,000	S\$350,000	
	HKD	HK\$15,000	HK\$5,000	HK\$2,000,000	
Class C Shares	Dollar	\$2,000	\$750	None	0.05%
	Euro	€2,000	€750		
	SGD	S\$3,000	S\$1,000		
Class I Shares	Dollar	\$1 million**	None	None	0.05%
	Euro	€1 million**			
	SGD	S\$1.5 million**			
Class S Shares	Dollar	\$25 million**	None	None	0.01%
	Euro	€20 million**			
	GBP	£15 million**			
	AUD	A\$30 million**			
Class S1 Shares	Dollar	\$25 million**	None	None	0.01%
	Euro	€20 million**			
	GBP	£15 million**			
	Yen	¥ 2.5 billion**			
	Hedged Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg Taxe d'Abonnement***
AUD Hedged Share Classes					
Class A AUD H Shares	AUD	A\$2,000	A\$750	None	0.05%
Class B AUD H Shares	AUD	A\$2,000	A\$750	A\$250,000	0.05%
Class C AUD H Shares	AUD	A\$2,000	A\$750	None	0.05%
Class I AUD H Shares	AUD	A\$1 million**	None	None	0.05%
SGD Hedged Share Classes					
Class A SGD H Shares	SGD	S\$3,000	S\$1,000	None	0.05%
Class B SGD H Shares	SGD	S\$3,000	S\$1,000	S\$350,000	0.05%

* Does not apply to automatic investment plans, where offered.

** May be waived by the Management Company in its sole discretion.

*** Annual Luxembourg tax payable quarterly by each portfolio.

Other Portfolio Information

Principal Investment Types

For a chart summarizing the principal types of investments used by the Portfolio and a description of securities and other instruments in which the Portfolio may invest, investors should refer to "Investment Types" in Section II beginning on page II-7. The ability of the Portfolio to invest in any securities or instruments is subject to the restrictions in the Portfolio's stated investment objective and policies and the limitations contained in "Investment Restrictions" in Appendix A to Section II.

Risk Profile

It is intended that this Portfolio will make use of financial derivative instruments. The investment restrictions (9) to (13) set forth in Appendix A to Section II will not apply. This Portfolio shall employ the Value-at-Risk (VaR) approach.

VaR reports will be produced and monitored on a daily basis based on the following criteria:

- 1 month holding period;
- 99% confidence level; and
- stress testing applied on an ad hoc basis.

Investments of the Portfolio are subject to the higher risks inherent in equity investments. In general, the value of equity investments may fluctuate, sometimes dramatically, in response to the activities and results of individual companies or because of general market, economic, political and natural conditions that are difficult to predict. Such factors include the possibility of sudden or prolonged market declines and risks associated with individual companies. Historically, equity securities have provided greater long-term returns and have entailed greater short-term risks than other investment instruments.

Fixed-income securities in which the Portfolio will invest are subject to the credit risk of the private and public institutions offering these securities and their market value is influenced by changes in interest rates. There can be no assurance that any distribution payments will occur and the Portfolio has no specific maturity.

The Portfolio is subject to market, interest rate and currency fluctuations and to other risks inherent in investing in securities. Therefore, no assurance can be given that the investment objective will be achieved, that invested capital will be preserved or that capital appreciation will occur. Investment results may vary substantially on a monthly, quarterly or annual basis. An investment in the Portfolio does not represent a complete investment program.

For a chart summarizing the principal risks of the Portfolio and a more detailed discussion of these and other risks applicable to the Portfolio, investors should refer to "Risk Factors" in Section II.

Profile of the Typical Investor

The Portfolio will suit higher risk-tolerant investors seeking the longer-term rewards of equity investment. Investors are encouraged to consult their independent financial advisors regarding the suitability of Shares of the Portfolio for their investment needs.

Distributions

The Management Company currently does not intend to pay dividends with respect to the Shares. Therefore, any net income and net realized profits attributable to the Shares will be reflected in the respective Net Asset Value of the Shares.

Management Company, Administrator, Custodian and Transfer Agent Fees

For all Shares (and corresponding H shares) except class S and S1 shares (and corresponding H shares), the Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the Shares equal to 0.10% of average daily Net Asset Value. The Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the class S and S1 shares (and corresponding H shares) equal to the lesser of \$50,000 or 0.01% of average daily Net Asset Value.

The Administrator fee, Custodian fee and Transfer Agent fee for the Portfolio are paid out of the assets of the Portfolio in accordance with the usual practice in Luxembourg. As of 31 August 2014, the annualized amounts expressed as a percentage of average daily Net Asset Value of the Portfolio of the Administrator fee, Custodian fee and Transfer Agent fee were 0.02%, 0.03% and 0.04%, respectively (the Transfer Agent fee with respect to class S shares only was 0.01%). These fees may decrease or increase depending on the assets of the Portfolio and transaction volume or for other reasons.

Organizational Expenses

The Portfolio has no unamortized organizational expenses.

Historical Performance

Information on the historical performance of the Portfolio may be found in the Portfolio's KIIDs and at www.abglobal.com.

History

The Portfolio was established as a portfolio of the Fund on 30 October 1992 under the name "Developing Regional Markets Portfolio." The Portfolio changed its name to "Emerging Markets Growth Portfolio" on 16 August 2004. See "Additional Information—Management Regulations" in Section II.

AllianceBernstein—American Growth Portfolio

Investment Objective and Policies

Investment Objective

The investment objective of the Portfolio is long-term growth of capital primarily through investment in equity securities of U.S. issuers. The Portfolio seeks to invest predominantly in equity securities (common stocks, securities convertible into common stocks and rights and warrants to subscribe for or purchase common stocks) of a limited number of large, carefully selected, high-quality U.S. companies that, in the judgment of the Investment Manager, are likely to achieve superior earnings growth. Under normal market conditions, about 40-60 companies will be represented in the Portfolio, with the 25 most highly regarded of these companies usually constituting approximately 70% of the Portfolio's net assets. Under normal circumstances, the Portfolio invests at least 80% of its net assets in equity securities issued by companies having their registered office in the United States or that carry out the preponderant part of their economic activities in the United States. The Portfolio is thus unlike most equity investment funds in its focus on a relatively small number of intensively researched companies. The Portfolio is designed for those seeking to accumulate capital over time with less volatility than that typically associated with investment in smaller companies. When appropriate in the opinion of the Investment Manager, the Portfolio may also invest in other types of securities such as convertible preferred stocks and debentures, high grade bonds, debentures and preferred stocks, securities issued, created or fully guaranteed by the U.S. Government and other high quality short-term instruments, such as bankers acceptances, domestic certificates of deposit and other evidences of indebtedness maturing in less than one year. Cash may be held on an ancillary basis. The Portfolio may also enter into reverse repurchase agreements with highly rated financial institutions specializing in these types of transactions.

The Investment Manager expects the average weighted market capitalization of companies represented in the Portfolio (*i.e.*, the number of a company's shares outstanding multiplied by the price per share) to normally be in the range of or exceed the average weighted market capitalization of companies comprising the Standard & Poor's 500 Composite Stock Price Index, a widely recognized unmanaged index of market activity based upon the aggregate performance of a selected portfolio of publicly traded stocks, including monthly adjustments to reflect the reinvestment of dividends and distributions.

Although the diversification and generally high quality of the Portfolio's investments cannot prevent fluctuations in the market value of the Portfolio's assets, these factors do tend to limit investment risk and should contribute to achieving the Portfolio's objective. It is not the Portfolio's policy to effect portfolio transactions for the purpose of realizing short-term trading profits or for the purpose of exercising control.

For temporary defensive purposes, the Portfolio may invest a substantial portion of its assets in U.S. Government securities and other short-term securities. In addition, up to 15% of the Portfolio's total assets may be invested in the equity securities of non-U.S. issuers, including ADRs in the case of issuers with substantial business operations in the United States.

Description of Investment Discipline and Process

The Portfolio's growth stocks are selected using the U.S. Growth investment discipline of the Investment Manager's growth investment unit. The growth investment unit generally selects equity securities of U.S. companies with relatively larger market capitalizations as compared to the overall U.S. equity market.

In managing the Portfolio's U.S. growth stocks, the Investment Manager emphasizes stock selection and investment in the securities of a limited number of issuers. The Investment Manager relies heavily upon the fundamental research and analysis of its large internal U.S. growth research staff, which generally follows a primary research universe of approximately 500 companies. The Investment Manager places research emphasis on identifying companies whose substantially above-average prospective earnings growth potential appears likely to outpace market expectations.

Based on this research, the research analysts develop independent financial forecasts for each company, including projections of profit and loss, earnings, dividends, cash flow and balance sheet and valuation projections and sensitivities over a specified forecast horizon. The analysts then contrast their earnings expectations with those of market consensus to find cases where a widening differential between their expectations and the market's provides investment opportunities. Conversely, a narrowing differential would indicate it is time to sell a stock already in the portfolio. The analysts rate the stocks they follow as either 1 – Sector/Industry Outperform, 2 – Sector/Industry Neutral, or 3 – Sector/Industry Underperform.

The Investment Manager's analysts and portfolio managers conduct an in-depth peer group interpretation of the research. Purchase candidates for the portfolio are generally leaders in their industries, with compelling business models, excellent management teams, and above-average earnings growth prospects. While individual portfolio manager input is central to this decision-making process, the collective judgment of the team shapes all holdings.

Other Investment Policies

As a temporary defensive measure, or to provide for redemptions, the Portfolio may, without limit, hold cash, cash equivalents, or short-term fixed-income obligations, including money market instruments.

The Portfolio may invest up to 10% of its net assets in securities for which there is no ready market. See paragraph (5) of "Investment Restrictions" in Appendix A to Section II. The Portfolio may therefore not be readily able to sell such securities. Moreover, there may be contractual restrictions on the resale of such securities.

The Investment Manager expects that at any time at least 80% of the Portfolio's total assets will be invested in equity securities of U.S. companies, and in no case will the amount of the Portfolio's total assets invested in such securities be less than two-thirds of the Portfolio's total assets.

Efficient portfolio management and hedging techniques may include use of exchange-traded and OTC derivative instruments, including swaps, options, futures and currency transactions.

Currency Hedged Share Classes

One or more of the Portfolio's share classes offered in a particular currency (each, an "Offered Currency") may be hedged to such Offered Currency. Any such share class will constitute a "Currency Hedged Share Class." Currency Hedged Share Classes aim to provide investors a return more closely correlated to the Portfolio's base currency return by reducing the effect of exchange

rate fluctuations between the Portfolio's base currency (*i.e.*, Dollar) and the relevant Offered Currency, taking into account practical considerations such as transaction costs. The hedging strategy employed is designed to reduce, but may not eliminate, currency exposure between the Portfolio's base currency and the Offered Currency.

Currency Hedged Share Classes do not affect the investment management of the Portfolio's underlying assets since it is only the net asset value (NAV) of the Currency Hedged Share Classes, not the Portfolio's underlying assets, which is hedged to the Offered Currency. Expenses incurred as a result of such hedging activity will be borne by the Currency Hedged Share Class in relation to which such expenses are incurred.

For additional information on share class hedging, see "How to Purchase Shares—Currency Hedged Share Classes" in Section II.

Leverage. The Investment Manager does not expect to utilize bank borrowing in implementing the Portfolio's investment strategy. The expected level of leverage of the Portfolio is estimated to be in the 0% to 50% range of its Net Asset Value. The expected level of leverage is calculated as the sum of the notional of the financial derivative

instruments held by the Portfolio. Pursuant to the CSSF Circular 11/512 dated 30 May 2011, this calculation methodology neither takes into account the fact that a particular financial derivative instrument increases or decreases the Portfolio's investment risks nor permits to net financial derivative instruments with reverse positions. Shareholders should be aware that (i) a higher level of expected leverage does not automatically imply a higher level of investment risk and (ii) the expected level of leverage disclosed above is mainly generated by the use of derivatives for hedging purposes or for efficient portfolio management. In addition, the actual leverage of the Portfolio may deviate from the above mentioned expected level of leverage.

Risk Measurement. The Investment Manager will utilize a Value-at-Risk ("VaR") methodology to monitor the global exposure (market risk) for the Portfolio. The global exposure of the Portfolio is measured by the relative VaR methodology pursuant to which the VaR of the Portfolio may not exceed twice the VaR of a reference benchmark. For these purposes, the Portfolio's reference benchmark is the Russell 1000 Growth.

Summary Information

Portfolio Features

Recommended Investment Horizon	Long-term	Class Names	H means Currency Hedged Share Classes. For additional information on share class hedging, see "How to Purchase Shares—Currency Hedged Share Classes" and "Risk Factors -- Currency Hedged Share Class Risk" in Section II.
Currency of the Portfolio	USD Each Business Day	Order Cut-Off Times	<i>For USD-Denominated Share Classes</i> 4:00 P.M. U.S. Eastern Time on each Business Day
Net Asset Value Calculation	Available at www.abglobal.com		<i>For Currency Hedged Share Classes</i> 6:00 P.M. Central European Time on each Business Day
Net Asset Value Publication		Distributions*	<i>For class A, AX, B, BX, C, I, S, S1 and SK shares</i> None <i>For class AD, BD and SD shares</i> To be declared and payable monthly See "Distributions" below.
			*Includes Hedged Share Classes

Share Class Fees and Charges¹

	Initial Sales Charge ³	Management Fee ⁴	Distribution Fee ⁵	Contingent Deferred Sales Charge ⁶
USD-Denominated Share Classes				
Class A Shares	Up to 6.25%	1.50%	None	None
Class AD Shares	Up to 6.25%	1.50%	None	None
Class AX Shares	Up to 3.00%, Offered in Japan only	0.92%	None	None
Class B Shares ²	None	1.50%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class BD Shares ²	None	1.50%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class BX Shares ²	No longer offered	0.92%	None	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class C Shares	None	1.95%	None	0–1 year held=1.0% thereafter 0%
Class I Shares ⁹	Up to 1.50%	0.70%	None	None
Class S Shares ⁷	None	None	None	None
Class S1 Shares	None	0.65%	None	None
Class SD Shares ⁷	None	None	None	None
Class SK Shares ⁸	None	0.70%	None	None
EUR Hedged Share Classes				
Class A EUR H Shares	Up to 6.25%	1.50%	None	None
Class B EUR H Shares ²	None	1.50%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class C EUR H Shares	None	1.95%	None	0–1 year held=1.0% thereafter 0%
Class I EUR H Shares ⁹	Up to 1.50%	0.70%	None	None

AUD Hedged Share Classes

Class AD AUD H Shares	Up to 6.25%	1.50%	None	None 0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class BD AUD H Shares ²	None	1.50%	1.00%	

ZAR Hedged Share Classes

Class AD ZAR H Shares	Up to 6.25%	1.50%	None	None 0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class BD ZAR H Shares ²	None	1.50%	1.00%	

- The Management Company, Administrator, Custodian and Transfer Agent are entitled to receive, out of the assets of the Portfolio, fees as described under "Other Portfolio Information—Management Company, Administrator, Custodian and Transfer Agent Fees" below. The Portfolio also bears all of its other expenses. See "How to Purchase Shares" and "Additional Information—Fees and Expenses" in Section II. The Management Company has voluntarily undertaken, until the Management Company on behalf of the Fund notifies Shareholders to the contrary, that if, in any fiscal year, the aggregate fees and expenses with respect to the following share classes of the Portfolio (including any management fee and all other fees and expenses set out in "Additional Information—Fees and Expenses" in Section II, including Luxembourg *Taxe d'Abonnement* but exclusive of certain other taxes, brokerage (if applicable) and interest on borrowings) exceed the following percentages of the Portfolio's average Net Asset Value for the fiscal year attributable to the Portfolio's share classes as follows: S (0.15%), S1 (0.80%), SD (0.15%) and SK (0.85%), the Fund may deduct from the payment to be made to the Management Company, or the Management Company will otherwise bear, such excess fees and expenses.
- After six years from the date of purchase, class B and BD Shareholders will have the right to request a conversion to class A and AD shares, respectively, without charge from either the Fund or the Management Company. For further details on the conversion right, please refer to "How to Exchange or Convert Shares—Conversion of CDSC Shares" in Section II of the Prospectus.
- As a percentage of purchase price.
- As an annual percentage of average daily Net Asset Value. With respect to certain share classes, the management fee may also include a component that is paid to distributors or other financial intermediaries and service providers. For further details on the management fee, please refer to "Additional Information—Fees and Expenses" in Section II.
- As an annual percentage of average daily Net Asset Value.
- As a percentage of the lesser of the current Net Asset Value or original cost of the Shares being redeemed and based upon the duration that such Shares are held. CDSC Shares may only be purchased through a dealer authorized by the Distributor to offer such shares. Those investors considering an investment in CDSC Shares should speak with their financial advisor for details. With respect to class C shares (and corresponding H shares), a dealer may elect to waive the contingent deferred sales charge in certain circumstances.
- Class S and SD shares are reserved for institutional investors that have entered into an agreement with the Management Company and are being charged an investment management fee separately.
- Class SK shares are reserved for investments by funds sponsored by the Investment Manager or its affiliates.
- Available to (i) investors purchasing Shares through Distributors who have separate fee arrangements with such investors, (ii) product structures that purchase the Shares directly, or on behalf of an end investor and assess such investor a fee at the product level, and (iii) other investors at the Management Company's discretion.

Other Share Class Features

Offered Currencies		Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg <i>Taxe d'Abonnement</i> ***
USD-Denominated Share Classes					
Class A Shares	Dollar	\$2,000	\$750		
	Euro	€2,000	€750	None	0.05%
	SGD	S\$3,000	S\$1,000		
Class AD Shares	Dollar	\$2,000	\$750		
	HKD	HK\$15,000	HK\$5,000	None	0.05%
Class AX Shares	Dollar	\$2,000	\$750	None	0.05%
Class B Shares	Dollar	\$2,000	\$750	\$250,000	
	Euro	€2,000	€750	€250,000	0.05%
	SGD	S\$3,000	S\$1,000	S\$350,000	
Class BD Shares	Dollar	\$2,000	\$750	\$250,000	
	HKD	HK\$15,000	HK\$5,000	HK\$2,000,000	0.05%
Class BX Shares	Dollar	No longer offered	No longer offered	No longer offered	0.05%
Class C Shares	Dollar	\$2,000	\$750		
	Euro	€2,000	€750	None	0.05%
	SGD	S\$3,000	S\$1,000		
Class I Shares	Dollar	\$1 million**			
	Euro	€1 million**	None	None	0.05%
	SGD	S\$1.5 million**			
Class S Shares	Dollar	\$25 million**			
	Euro	€20 million**	None	None	0.01%

Class S1 Shares	Dollar	\$25 million**	None	None	0.01%
	Euro	€20 million**			
Class SD Shares	Dollar	\$25 million**	None	None	0.01%
Class SK Shares	Dollar	\$25 million**	None	None	0.01%

	Hedged Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg <i>Taxe d'Abonnement</i> ***
EUR Hedged Share Classes					
Class A EUR H Shares	Euro	€2,000	€750	None	0.05%
Class B EUR H Shares	Euro	€2,000	€750	€250,000	0.05%
Class C EUR H Shares	Euro	€2,000	€750	None	0.05%
Class I EUR H Shares	Euro	€1 million**	None	None	0.05%
AUD Hedged Share Classes					
Class AD AUD H Shares	AUD	A\$2,000	A\$750	None	0.05%
Class BD AUD H Shares	AUD	A\$2,000	A\$750	A\$250,000	0.05%
ZAR Hedged Share Classes					
Class AD ZAR H Shares	ZAR	ZAR 20,000	ZAR 7,000	None	0.05%
Class BD ZAR H Shares	ZAR	ZAR 20,000	ZAR 7,000	ZAR 2.5 million	0.05%

* Does not apply to automatic investment plans, where offered.

** May be waived by the Management Company in its sole discretion.

*** Annual Luxembourg tax payable quarterly by each portfolio.

Other Portfolio Information

Principal Investment Types

For a chart summarizing the principal types of investments used by the Portfolio and a description of securities and other instruments in which the Portfolio may invest, investors should refer to "Investment Types" in Section II beginning on page II-7. The ability of the Portfolio to invest in any securities or instruments is subject to the restrictions in the Portfolio's stated investment objective and policies and the limitations contained in "Investment Restrictions" in Appendix A to Section II.

Risk Profile

Investments of the Portfolio are subject to higher risks inherent in equity investments. In general, the value of equity investments may fluctuate, sometimes dramatically, in response to the activities and results of individual companies or because of general market, economic, political and natural conditions that are difficult to predict. Such factors include the possibility of sudden or prolonged market declines and risks associated with individual companies. Historically, equity securities have provided greater long-term returns and have entailed greater short-term risks than other investment choices.

The Portfolio is subject to market, interest rate and currency fluctuations and to other risks inherent in investing in securities. Therefore, no assurance can be given that the investment objective will be achieved, that invested capital will be preserved, or that capital appreciation will occur. Investment results may vary substantially on a monthly, quarterly or annual basis. An investment in the Portfolio does not represent a complete investment program.

For a chart summarizing the principal risks of the Portfolio and a more detailed discussion of these and other risks applicable to the Portfolio, investors should refer to "Risk Factors" in Section II.

Profile of the Typical Investor

The Portfolio will suit higher risk-tolerant investors seeking the longer-term rewards of equity investment. Investors are encouraged to consult their independent financial advisors regarding the suitability of Shares of the Portfolio for their investment needs.

Distributions

For class A, AX, B, BX, C, I, S, S1 and SK shares (and corresponding H shares), the Management Company currently does not intend to pay distributions with respect to the Shares. Therefore, any net income and net realized profits attributable to the Shares will be reflected in the respective Net Asset Value of the Shares.

For class AD, BD and SD shares (and corresponding H shares), the Management Company intends to declare and pay monthly distributions. The Management Company intends to maintain a stable distribution rate per share for such share classes, and therefore distributions may come from gross income (before reduction for fees and expenses), realized and unrealized gains and capital attributable to the relevant class. Distributions in excess of net income (gross income less fees and expenses) may represent a return of the investor's original investment amount and as such may result in a decrease in the NAV per share for the relevant class.

The Management Company also may determine if and to what extent distributions paid include realized capital gains and/or are paid out of capital, attributable to the relevant class of Shares. Distributions may be automatically reinvested at the election of the Shareholder.

Management Company, Administrator, Custodian and Transfer Agent Fees

For all Shares (and corresponding H shares) except class S, SK, S1 and SD shares, the Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the Shares equal to 0.10% of average daily Net Asset Value. The Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the class S, SK, S1 shares and SD equal to the lesser of \$50,000 or 0.01% of average daily Net Asset Value.

The Administrator fee, Custodian fee and Transfer Agent fee for the Portfolio are paid out of the assets of the Portfolio in accordance with the usual practice in Luxembourg. As of 31 August 2014, the annualized amounts expressed as a percentage of average daily Net Asset Value of the Portfolio of the Administrator fee, Custodian fee and Transfer Agent fee were 0.02%, less than 0.001% and 0.09%, respectively. These fees may decrease or increase depending on the assets of the Portfolio and transaction volume or for other reasons.

Organizational Expenses

The Portfolio has no unamortized organizational expenses.

Historical Performance

Information on the historical performance of the Portfolio may be found in the Portfolio's KIIDs and at www.abglobal.com.

History

The Portfolio was established as a portfolio of the Fund on 2 January 1997. Prior to this date, the Portfolio's assets were managed by the Management Company as part of the Alliance American Fund (the "American Fund"), a mutual investment fund organized under the laws of the Grand Duchy of Luxembourg. On 2 January 1997, all the American Fund's assets were transferred to, and all of the American Fund's liabilities were assumed by, the Portfolio. See "Additional Information—Management Regulations" in Section II.

Class AX and BX Shares. In connection with the amalgamation of the American Fund into the Portfolio, shareholders received one class AX share of the Portfolio ("Class AX Share") for every class A share of the American Fund that they owned, one class BX share of the Portfolio ("Class BX Share") for every class B share of the American Fund that they owned, and one class C2 share of the Portfolio ("Class C2 Share") for every class C2 share of the American Fund that they owned. Presently no further BX shares are issued. Class AX Shares are exclusively distributed in Japan and are not available outside Japan. The distributor in Japan is Mitsubishi Securities Co., Ltd. The Net Asset Value per Share of the Class AX Shares and Class BX Shares will, with respect to themselves, differ as a result of the distribution fee on the Class BX Shares and will, with respect to the Class A Shares and Class B Shares, differ as a result of the differing shareholder servicing fee and distribution fee on the Class AX Shares and Class BX Shares.

AllianceBernstein—US Thematic Research Portfolio

Investment Objective and Policies

Investment Objective

The investment objective of the Portfolio is to achieve long-term capital appreciation.

Description of Investment Discipline and Process

The Portfolio pursues opportunistic growth by investing in a universe of US companies in multiple industries that may benefit from economic, demographic, or technological innovation.

The Investment Manager employs a combination of “top-down” and “bottom-up” investment processes with the goal of identifying the most attractive securities, fitting into our broader themes. Drawing on the global fundamental and quantitative research capabilities of the Investment Manager, and its economists’ macro-economic insights, the Portfolio’s investment strategy seeks to identify long-term trends that will affect multiple industries. The Investment Manager will assess the effects of these trends, in the context of the business cycle, on entire industries and on individual companies. Through this process, the Investment Manager intends to identify key investment themes, which will be the focus of the Portfolio’s portfolio and which are expected to change over time based on the Investment Manager’s research.

In addition to this “top-down” thematic approach, the Investment Manager will also use a “bottom-up” analysis of individual companies that focuses on prospective earnings growth, valuation and quality of company management. The Investment Manager normally considers a universe of approximately 600+ mid- to large-capitalization companies for investment.

The Portfolio invests in securities issued primarily by US companies from multiple industries in an attempt to maximize opportunity, which may also tend to reduce risk. The Portfolio may invest a small portion of its assets in stocks outside of the US. The percentage of the Portfolio’s assets invested in securities of companies in a particular country or denominated in a particular currency varies in accordance with the Investment Manager’s assessment of the appreciation potential of such securities. The Portfolio may invest in any company and industry and in any type of security, listed and unlisted to the extent permitted by the investment restrictions, with potential for capital appreciation. It invests in well-known, established companies as well as new, smaller or less-seasoned companies.

Investments in new, smaller or less-seasoned companies may offer more reward but may also entail more risk than is generally true of larger, established companies. The Portfolio may also invest in transferable securities such as synthetic foreign equity securities, close-ended real estate investment trusts and zero coupon bonds. Normally, the Portfolio invests in about 40-60 companies.

The Portfolio invests primarily in equity securities which are either listed on a recognized stock exchange or dealt in or on a regulated market (as described in Appendix A). The Portfolio may also invest in convertible notes or convertible bonds.

Use of Derivatives

General. The Investment Manager may use exchange-traded and OTC financial derivative instruments, such as for example, options on securities, options on securities indices, futures, forwards and swaps, forward foreign currency exchange contracts, currency futures, currency options, options on currency futures and currency swaps for efficient portfolio management, hedging or investment purposes.

Leverage. The Investment Manager does not expect to utilize bank borrowing in implementing the Portfolio’s investment strategy. The expected level of leverage of the Portfolio is estimated to be in the 0% to 50% range of its Net Asset Value. The expected level of leverage is calculated as the sum of the notional of the financial derivative instruments held by the Portfolio. Pursuant to the CSSF Circular 11/512 dated 30 May 2011, this calculation methodology neither takes into account the fact that a particular financial derivative instrument increases or decreases the Portfolio’s investment risks nor permits to net financial derivative instruments with reverse positions. Shareholders should be aware that (i) a higher level of expected leverage does not automatically imply a higher level of investment risk and (ii) the expected level of leverage disclosed above is mainly generated by the use of derivatives for hedging purposes or for efficient portfolio management. In addition, the actual leverage of the Portfolio may deviate from the above mentioned expected level of leverage.

Risk Measurement. The Investment Manager will utilize a Value-at-Risk (“VaR”) methodology to monitor the global exposure (market risk) for the Portfolio. The global exposure of the Portfolio is measured by the relative VaR methodology pursuant to which the VaR of the Portfolio may not exceed twice the VaR of a reference benchmark. For these purposes, the Portfolio’s reference benchmark is the S&P 500.

Currency Hedged Share Classes. One or more of the Portfolio’s share classes offered in a particular currency (each, an “Offered Currency”) may be hedged to such Offered Currency. Any such share class will constitute a “Currency Hedged Share Class.” Currency Hedged Share Classes aim to provide investors a return more closely correlated to the Portfolio’s base currency return by reducing the effect of exchange rate fluctuations between the Portfolio’s base currency (i.e., Dollar) and the relevant Offered Currency, taking into account practical considerations such as transaction costs. The hedging strategy employed is designed to reduce, but may not eliminate, currency exposure between the Portfolio’s base currency and the Offered Currency.

Currency Hedged Share Classes do not affect the investment management of the Portfolio’s underlying assets since it is only the net asset value (NAV) of the Currency Hedged Share Classes, not the Portfolio’s underlying assets, which is hedged to the Offered Currency. Expenses incurred as a result of such hedging activity will be borne by the Currency Hedged Share Class in relation to which such expenses are incurred. For additional information on share class hedging, see “How to Purchase Shares—Currency Hedged Share Classes” in Section II.

Other Investment Policies

As a temporary defensive measure or to provide for redemptions, the Portfolio may, without limit, hold cash, cash equivalents, or short-term fixed-income obligations, including money market instruments.

The Portfolio may invest up to 10% of its net assets in securities for which there is no ready market. See paragraph (5) of “Investment Restrictions” in Appendix A to Section II. The Portfolio may therefore not be readily able to sell such securities. Moreover, there may be contractual restrictions on the resale of such securities.

The Investment Manager expects that at any time at least 80% of the Portfolio's total assets will be invested in US equity and equity-related securities, and in no case will the amount of the Portfolio's total assets invested in such securities be less than two-thirds of the Portfolio's total assets.

Summary Information

Portfolio Features

Recommended Investment Horizon	Long-term	Order Cut-Off Times	<i>For USD-Denominated Share Classes</i> 4:00 P.M. U.S. Eastern Time on each Business Day
Currency of the Portfolio	USD		<i>For Currency Hedged Share Classes</i> 6:00 P.M. Central European Time on each Business Day
Net Asset Value Calculation	Each Business Day	Distributions*	None.
Net Asset Value Publication	Available at www.abglobal.com		See "Distributions" below.
Class Names	H means Currency Hedged Share Classes. For additional information on share class hedging, see "How to Purchase Shares—Currency Hedged Share Classes" and "Risk Factors -- Currency Hedged Share Class Risk" in Section II.		*Includes Hedged Share Classes

Share Class Fees and Charges¹

	Initial Sales Charge ³	Management Fee ⁴	Distribution Fee ⁵	Contingent Deferred Sales Charge ⁶
USD-Denominated Share Classes				
Class A and AN† Shares	Up to 6.25%	1.50%	None	None 0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class B Shares ²	None	1.50%	1.00%	0–1 year held=1.0% thereafter 0%
Class C Shares	None	1.95%	None	None
Class I and IN† Shares ⁹	Up to 1.50%	0.70%	None	None
Class S Shares ⁷	None	None	None	None
Class S1 Shares	None	0.65%	None	None
Fiscally Transparent Share Classes [for Certain Eligible Investors with approval from the Management Company]⁸				
Class S1A GB Shares	None	0.65%	None	None
Class S1B GB Shares	None	0.65%	None	None
EUR Hedged Share Classes				
Class A EUR H Shares	Up to 6.25%	1.50%	None	None 0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class B EUR H Shares	None	1.50%	1.00%	0–1 year held=1.0% thereafter 0%
Class C EUR H Shares	None	1.95%	None	None
Class I EUR H Shares ⁹	Up to 1.50%	0.70%	None	None
SGD Hedged Share Classes				
Class A SGD H Shares	Up to 6.25%	1.50%	None	None 0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class B SGD H Shares	None	1.50%	1.00%	
JPY Hedged Share Classes				
Class S1 JPY H Shares	None	0.65%	None	None

GBP Hedged Share Classes

Class A GBP H Shares	Up to 6.25%	1.50%	None	None 0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class B GBP H Shares	None	1.50%	1.00%	

AUD Hedged Share Classes

Class A AUD H Shares	Up to 6.25%	1.50%	None	None 0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class B AUD H Shares	None	1.50%	1.00%	

CAD Hedged Share Classes

Class A CAD H Shares	Up to 6.25%	1.50%	None	None 0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class B CAD H Shares	None	1.50%	1.00%	

1 The Management Company, Administrator, Custodian and Transfer Agent are entitled to receive, out of the assets of the Portfolio, fees as described under "Other Portfolio Information—Management Company, Administrator, Custodian and Transfer Agent Fees" below. The Portfolio also bears all of its other expenses. See "How to Purchase Shares" and "Additional Information—Fees and Expenses" in Section II. The Management Company has voluntarily undertaken, until the Management Company on behalf of the Fund notifies Shareholders to the contrary, that if, in any fiscal year, the aggregate fees and expenses with respect to the following share classes of the Portfolio (including any management fee and all other fees and expenses set out in "Additional Information—Fees and Expenses" in Section II, including Luxembourg *Taxe d'Abonnement* but exclusive of certain other taxes, brokerage (if applicable) and interest on borrowings) exceed the following percentages of the Portfolio's average Net Asset Value for the fiscal year attributable to the Portfolio's share classes as follows (and corresponding H shares): A (1.99%), AN (1.99%), B (2.99%), C (2.44%), I (1.19%), IN (1.19%), S (0.15%), S1 (0.80%), S1A GB (0.80%) and S1B GB (0.80%), the Fund may deduct from the payment to be made to the Management Company, or the Management Company will otherwise bear, such excess fees and expenses.

2 After six years from the date of purchase, class B Shareholders will have the right to request a conversion to class A shares without charge from either the Fund or the Management Company. For further details on the conversion right, please refer to "How to Exchange or Convert Shares—Conversion of CDSC Shares" in Section II of the Prospectus.

3 As a percentage of purchase price.

4 As an annual percentage of average daily Net Asset Value. With respect to certain share classes, the management fee may also include a component that is paid to distributors or other financial intermediaries and service providers. For further details on the Management Fee, please refer to "Additional Information—Fees and Expenses" in Section II.

5 As an annual percentage of average daily Net Asset Value.

6 As a percentage of the lesser of the current Net Asset Value or original cost of the Shares being redeemed and based upon the duration that such Shares are held. CDSC Shares may only be purchased through a dealer authorized by the Distributor to offer such shares. Those investors considering an investment in CDSC Shares should speak with their financial advisor for details. With respect to class C shares (and corresponding H shares), a dealer may elect to waive the contingent deferred sales charge in certain circumstances.

7 Class S shares are reserved for institutional investors that have entered into an agreement with the Management Company and are being charged an investment management fee separately.

8 Class S1A GB Shares are available only to those UK institutional investors who demonstrate to the satisfaction of the Management Company that they are exempt from withholding tax on U.S.-source dividend income under the relevant tax treaty between the investor's country of tax residence and the United States and agree to provide the Management Company certain other certifications and information to the extent required to establish their eligibility for these shares.

Class S1B GB Shares are available only to those UK institutional investors who demonstrate to the satisfaction of the Management Company that they are entitled to reduced withholding tax of 15% on US-source dividend income under the relevant tax treaty between the investor's country of tax residence and the United States and agree to provide the Management Company certain other certifications and information to the extent required to establish their eligibility for these shares.

9 Available to (i) investors purchasing Shares through Distributors who have separate fee arrangements with such investors, (ii) product structures that purchase the Shares directly, or on behalf of an end investor and assess such investor a fee at the product level, and (iii) other investors at the Management Company's discretion.[†] Class AN and IN shares have been retired and are no longer open to new shareholders.

Other Share Class Features

	Offered Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg <i>Taxe d'Abonnement</i> ***
Class A Shares	Dollar	\$2,000	\$750	None	0.05%
	Euro	€2,000	€750		
	SGD	S\$3,000	S\$1,000		
	HKD	HK\$15,000	HK\$5,000		
Class AN Shares	Dollar	No longer offered to new investors	\$750	None	0.05%
	Euro		€750		
	SGD		S\$1,000		
Class B Shares	Dollar	\$2,000	\$750	\$250,000	0.05%
	Euro	€2,000	€750	€250,000	
	SGD	S\$3,000	S\$1,000	S\$350,000	
	HKD	HK\$15,000	HK\$5,000	HK\$2,000,000	
Class C Shares	Dollar	\$2,000	\$750	None	0.05%
	Euro	€2,000	€750		
	SGD	S\$3,000	S\$1,000		
Class I Shares	Dollar	\$1 million**	None	None	0.05%
	Euro	€1 million**			
	SGD	S\$1.5 million**			
Class IN Shares	Dollar	No longer offered to new investors	None	None	0.05%
	Euro				
	SGD				
Class S Shares	Dollar	\$25 million**	None	None	0.01%
	Euro	€20 million**			
Class S1 Shares	Dollar	\$25 million**	None	None	0.01%
	Euro	€20 million**			

Fiscally Transparent Share Classes [for Certain Eligible Investors with approval from the Management Company]

Class S1A GB, S1B GB Shares	Dollar	\$25 million**	None	None	0.01%
	Euro	€20 million**			

	Hedged Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg <i>Taxe d'Abonnement</i> ***
EUR Hedged Share Classes					
Class A EUR H Shares	Euro	€2,000	€750	None	0.05%
Class B EUR H Shares	Euro	€2,000	€750	€250,000	0.05%
Class C EUR H Shares	Euro	€2,000	€750	None	0.05%
Class I EUR H Shares	Euro	€1 million**	None	None	0.05%

SGD Hedged Share Classes

Class A SGD H Shares	SGD	S\$3,000	S\$1,000	None	0.05%
Class B SGD H Shares	SGD	S\$3,000	S\$1,000	S\$350,000	0.05%

JPY Hedged Share Classes

Class S1 JPY H Shares	JPY	¥2 billion**	None	None	0.01%
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GBP Hedged Share Classes

Class A GBP H Shares	GBP	£2,000	£750	None	0.05%
Class B GBP H Shares	GBP	£2,000	£750	£250,000	0.05%

AUD Hedged Share Classes

Class A AUD H Shares	AUD	A\$2,000	A\$750	None	0.05%
Class B AUD H Shares	AUD	A\$2,000	A\$750	A\$250,000	0.05%

CAD Hedged Share Classes

Class A CAD H Shares	CAD	C\$2,000	C\$750	None	0.05%
Class B CAD H Shares	CAD	C\$2,000	C\$750	C\$250,000	0.05%

* Does not apply to automatic investment plans, where offered.

** May be waived by the Management Company in its sole discretion.

*** Annual Luxembourg tax payable quarterly by each portfolio.

Other Portfolio Information

Principal Investment Types

For a chart summarizing the principal types of investments used by the Portfolio and a description of securities and other instruments in which the Portfolio may invest, investors should refer to "Investment Types" in Section II beginning on page II-7. The ability of the Portfolio to invest in any securities or instruments is subject to the restrictions in the Portfolio's stated investment objective and policies and the limitations contained in "Investment Restrictions" in Appendix A to Section II.

Risk Profile

It is intended that the Portfolio will make use of financial derivative instruments. The investment restrictions (9) to (13) set forth in Appendix A to Section II will not apply. The Portfolio shall employ instead the Value-at-Risk ("VaR") approach.

VaR reports will be produced and monitored on a daily basis based on the following criteria:

- 1 month holding period;
- 99% confidence level;
- stress testing will also be applied on an ad hoc basis.

Equity investments of the Portfolio are subject to higher risks inherent in equity investments. In general, the value of equity investments may fluctuate, sometimes dramatically, in response to the activities and results of individual companies or because of general market, economic, political and natural conditions that are difficult to predict. Such factors include the possibility of sudden or prolonged market declines and risks associated with individual companies. Historically, equity securities have provided greater long-term returns and have entailed greater short-term risks than other investment choices.

The Portfolio is subject to market, interest rate and currency fluctuations and to other risks inherent in investing in securities. Therefore, no assurance can be given that the investment objective will be achieved, that invested capital will be preserved, or that capital appreciation will occur. Investment results may vary substantially on a monthly, quarterly or annual basis. An investment in the Portfolio does not represent a complete investment program.

For a chart summarizing the principal risks of the Portfolio and a more detailed discussion of these and other risks applicable to the Portfolio, investors should refer to "Risk Factors" in Section II.

Profile of the Typical Investor

The Portfolio will suit higher risk-tolerant investors seeking the longer-term rewards of equity investment. Investors are encouraged to consult their independent financial advisors regarding the suitability of Shares of the Portfolio for their investment needs.

Distributions

The Management Company currently does not intend to pay dividends with respect to the Shares. Therefore, any net income and net realized profits attributable to the Shares will be reflected in the respective Net Asset Value of the Shares.

Management Company, Administrator, Custodian and Transfer Agent Fees

For all Shares (and corresponding H shares) except class S and S1 shares (and corresponding H shares), the Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the Shares equal to 0.10% of average daily Net Asset Value. The Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the class S and S1 shares (and corresponding H shares) equal to the lesser of \$50,000 or 0.01% of average daily Net Asset Value.

The Administrator fee, Custodian fee and Transfer Agent fee for the Portfolio are paid out of the assets of the Portfolio in accordance with the usual practice in Luxembourg. As of 31 August 2014, the annualized amounts expressed as a percentage of average daily Net Asset Value of the Portfolio of the Administrator fee, Custodian fee and Transfer Agent fee were 0.07%, 0.02% and 0.13%, respectively. These fees may decrease or increase depending on the assets of the Portfolio and transaction volume or for other reasons.

Organizational Expenses

The Portfolio has no unamortized organizational expenses.

Historical Performance

Information on the historical performance of the Portfolio may be found in the Portfolio's KIIDs and at www.abglobal.com.

History

The Portfolio was established as a portfolio of ACM Bernstein Value Investments on 2 April 2001 and was subsequently amalgamated into the Fund with effect on 31 May 2006. It was renamed US Thematic Research Portfolio on 30 June 2010.

AllianceBernstein—Eurozone Strategic Value Portfolio

Investment Objective and Policies

Investment Objective

The Portfolio's investment objective is long term capital growth.

The Portfolio seeks to meet its investment objective by investing in a portfolio of equity securities of Eurozone companies that are determined by the Investment Manager to be undervalued.

A "*Eurozone company*" is a company that is domiciled in a Eurozone country or carries out the preponderant part of its economic activities in one or more Eurozone countries.

A "*Eurozone country*" is a member state of the European Union that has adopted the Euro as its sole legal tender. The "*Eurozone*", officially "*Euro area*", as of 30 June 2010, comprises the following 16 EU member states: Austria, Belgium, Cyprus, Finland, France, Germany, Greece, Ireland, Italy, Luxembourg, Malta, the Netherlands, Portugal, Slovakia, Slovenia and Spain.

Description of "Eurozone Strategic Value" Investment Discipline and Process

The Investment Manager believes that, over time, a company's stock price will come to reflect its intrinsic economic value. The Investment Manager's fundamental value approach to equity investing generally defines value by reference to the relationship between a security's current price and its intrinsic economic value as measured by long-term earnings prospects. This approach seeks to identify a universe of securities that are considered to be undervalued because they are attractively priced relative to their future earnings power. Accordingly, forecasting corporate earnings and dividend-paying capability is the heart of the fundamental value approach.

The Investment Manager's value analysis depends heavily upon its large internal research staff and fundamental company and industry research. The Investment Manager's analysts are organized into global industry teams, since companies around the world, including the Eurozone, within a particular industry tend to share similar profit and market dynamics.

In the case of the Portfolio, the Investment Manager's company and industry analysts research Eurozone companies, which are screened by a proprietary quantitative return model, to forecast earnings, cash flow, and balance sheet strength for the companies for each of the next five years. If a particular Eurozone company has many business lines, the analysts conduct this exercise for each business line in order to build a composite forecast for the company based in part on present and future determinants of demand for the company's products or services. These analysts also evaluate pricing strategies used by each Eurozone company when competing for market share. Finally, an evaluation of the management and the financial ability of each Eurozone company to implement its corporate strategy supplements this analysis.

The Investment Manager considers aggregate portfolio characteristics when deciding how much of each Eurozone company security to purchase for the Portfolio. The Investment Manager's quantitative analysts build return and risk models to ensure that the portfolio is constructed to maintain an effective balance of risk and return. By evaluating overall sector concentration, degree of undervaluation and other subtle similarities among investments, the Investment Manager seeks to proportion risk appropriate to the expected return, consistent with the relatively concentrated nature of the portfolio.

A disparity between a Eurozone company's current stock price and the Investment Manager's assessment of intrinsic value can arise, at least in part, as a result of adverse, short-term market reactions to recent events or trends. In order to reduce the risk that an undervalued Eurozone company's security will be purchased before such an adverse market reaction has run its course, the Investment Manager also monitors analysts' earnings estimate revisions and relative return trends (also called "price momentum") so as to better time new purchases and sales of Eurozone company securities.

The portfolio's value stocks will tend to focus on large and medium-sized established Eurozone companies within their respective markets, although the Portfolio may invest in Eurozone companies of any size. The industry and geographic distribution of the Portfolio's value investments within the Eurozone will be a function of the Investment Manager's stock selection process, in combination with a mindfulness of specific Eurozone country and industry exposure for overall portfolio diversification and risk management. The Investment Manager intends to spread portfolio investment risk among the capital markets in a number of Eurozone countries and will invest its assets in equity securities of Eurozone companies based in at least three, and normally considerably more, Eurozone countries.

Under normal market conditions the Portfolio will invest in a portfolio of approximately 40 to 70 Eurozone companies.

The Investment Manager will seek to invest the Portfolio's assets in the equity securities of Eurozone companies in a manner intended to result in superior liquidity, which investment may take the form, for example, of the purchase of ADRs or GDRs or their equivalents.

Use of Derivatives

General. The Investment Manager may use exchange-traded and OTC financial derivative instruments, such as for example, options on securities, options on securities indices, futures, forwards and swaps, forward foreign currency exchange contracts, currency futures, currency options, options on currency futures and currency swaps for efficient portfolio management, hedging or investment purposes.

Leverage. The Investment Manager does not expect to utilize bank borrowing in implementing the Portfolio's investment strategy. The expected level of leverage of the Portfolio is estimated to be in the 0% to 50% range of its Net Asset Value. The expected level of leverage is calculated as the sum of the notionals of the financial derivative instruments held by the Portfolio. Pursuant to the CSSF Circular 11/512 dated 30 May 2011, this calculation methodology neither takes into account the fact that a particular financial derivative instrument increases or decreases the Portfolio's investment risks nor permits to net financial derivative instruments with reverse positions. Shareholders should be aware that (i) a higher level of expected leverage does not automatically imply a higher level of investment risk and (ii) the expected level of leverage disclosed above is mainly generated by the use of derivatives for hedging purposes or for efficient portfolio management. In addition, the actual leverage of the Portfolio may deviate from the above mentioned expected level of leverage.

Risk Measurement. The Investment Manager will utilize a Value-at-Risk ("VaR") methodology to monitor the global exposure (market risk) for the Portfolio. The global exposure of the Portfolio is measured by the relative VaR methodology pursuant to which the

VaR of the Portfolio may not exceed twice the VaR of a reference benchmark. For these purposes, the Portfolio's reference benchmark is the MSCI EMU.

Other Investment Policies

As a temporary defensive measure, or to provide for redemptions, the Portfolio may, without limit, hold cash, cash equivalents, or short-term fixed-income obligations, including money market instruments. Such cash or cash equivalents or other instruments may be denominated in Euros or another currency such as U.S. Dollars in the Investment Manager's discretion.

The Portfolio may invest up to 10% of its net assets in securities for which there is no ready market. See paragraph (5) of "Investment Restrictions" in Appendix A to Section II. The Portfolio may therefore not be readily able to sell such securities. Moreover, there may be contractual restrictions on the resale of such securities.

The Investment Manager expects that at any time at least 80% of the Portfolio's total assets will be invested in equity securities of Eurozone companies, and in no case will the amount of the Portfolio's total assets invested in such securities be less than two-thirds of the Portfolio's total assets.

Currency Hedged Share Classes. One or more of the Portfolio's share classes offered in a particular currency (each, an "Offered Currency") may be hedged to such Offered Currency. Any such share class will constitute a "Currency Hedged Share Class." Currency Hedged Share Classes aim to provide investors a return more closely correlated to the Portfolio's base currency return by reducing the effect of exchange rate fluctuations between the Portfolio's base currency (i.e., Euro) and the relevant Offered Currency, taking into account practical considerations such as transaction costs. The hedging strategy employed is designed to reduce, but may not eliminate, currency exposure between the Portfolio's base currency and the Offered Currency.

Currency Hedged Share Classes do not affect the investment management of the Portfolio's underlying assets since it is only the net asset value (NAV) of the Currency Hedged Share Classes, not the Portfolio's underlying assets, which is hedged to the Offered Currency. Expenses incurred as a result of such hedging activity will be borne by the Currency Hedged Share Class in relation to which such expenses are incurred. For additional information on share class hedging, see "How to Purchase Shares—Currency Hedged Share Classes" in Section II.

Summary Information

Portfolio Features

Recommended Investment Horizon	Long-term	Distributions*	<p><i>For class AR shares</i> <i>To be declared and payable annually with a distribution rate to be derived from gross income (before deduction of fees and expenses)</i></p> <p><i>For class A, AX, B, BX, C, CX, I, IX, S, S1 shares</i> <i>None. See "Distributions" below.</i></p>
Currency of the Portfolio	Euro		*Includes Hedged Share Classes
Net Asset Value Calculation	Each Business Day	Order Cut-Off Time	6:00 P.M. Central European Time on each Business Day
Net Asset Value Publication	Available at www.abglobal.com		
Class Names	H means Currency Hedged Share Classes. For additional information on share class hedging, see "How to Purchase Shares—Currency Hedged Share Classes" and "Risk Factors -- Currency Hedged Share Class Risk" in Section II.		

Share Class Fees and Charges¹

	Initial Sales Charge ³	Management Fee ⁴	Distribution Fee ⁵	Contingent Deferred Sales Charge ⁶
EUR-Denominated Share Classes				
Class A Shares	Up to 6.25%	1.55%	None	None
Class AX Shares†	Up to 6.25%	1.50%	None	None
Class AR Shares	Up to 6.25%	1.55%	None	None
Class B Shares ²	None	1.55%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class BX Shares ^{2†}	None	1.50%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class C Shares	None	2.00%	None	0–1 year held=1.0% thereafter 0%
Class CX Shares†	None	1.95%	None	0–1 year held=1.0% thereafter 0%
Class I Shares ⁸	Up to 1.50%	0.75%	None	None
Class IX Shares ^{8†}	Up to 1.50%	0.70%	None	None
Class S Shares ⁷	None	None	None	None
Class S1 Shares	None	0.70%	None	None
AUD Hedged Share Classes				
Class A AUD H Shares	Up to 6.25%	1.55%	None	None
SGD Hedged Share Classes				
Class A SGD H Shares	Up to 6.25%	1.55%	None	None
USD Hedged Share Classes				
Class A USD H Shares	Up to 6.25%	1.55%	None	None
Class S1 USD H Shares	None	0.70%	None	None

- 1 The Management Company, Administrator, Custodian and Transfer Agent are entitled to receive, out of the assets of the Portfolio, fees as described under "Other Portfolio Information—Management Company, Administrator, Custodian and Transfer Agent Fees" below. The Portfolio also bears all of its other expenses. See "How to Purchase Shares" and "Additional Information—Fees and Expenses" in Section II. The Management Company has voluntarily undertaken, until the Management Company on behalf of the Fund notifies Shareholders to the contrary, that if, in any fiscal year, the aggregate fees and expenses with respect to the following share classes of the Portfolio (including any management fee and all other fees and expenses set out in "Additional Information—Fees and Expenses" in Section II, including Luxembourg *Taxe d'Abonnement* but exclusive of certain other taxes, brokerage (if applicable) and interest on borrowings) exceed the following percentages of the Portfolio's average Net Asset Value for the fiscal year attributable to the Portfolio's share classes (and corresponding H shares) as follows: A (1.95%), AX (1.90%), AR (1.95%), B (2.95%), BX (2.90%), C (2.40%), CX (2.35%), I (1.15%), IX (1.10%), S (0.15%) and S1 (0.85%), the Fund may deduct from the payment to be made to the Management Company, or the Management Company will otherwise bear, such excess fees and expenses.
- 2 After six years from the date of purchase, class B and BX Shareholders will have the right to request a conversion to class A and AX without charge from either the Fund or the Management Company. For further details on the conversion right, please refer to "How to Exchange or Convert Shares—Conversion of CDSC Shares" in Section II of the Prospectus.

- 3 As a percentage of purchase price.
- 4 As an annual percentage of average daily Net Asset Value. With respect to certain share classes, the management fee may also include a component that is paid to distributors or other financial intermediaries and service providers. For further details on the management fee, please refer to "Additional Information—Fees and Expenses" in Section II.
- 5 As an annual percentage of average daily Net Asset Value.
- 6 As a percentage of the lesser of the current Net Asset Value or original cost of the Shares being redeemed and based upon the duration that such Shares are held. CDSC Shares may only be purchased through a dealer authorized by the Distributor to offer such shares. Those investors considering an investment in CDSC Shares should speak with their financial advisor for details. With respect to class C shares, a dealer may elect to waive the contingent deferred sales charge in certain circumstances.
- 7 Class S shares are reserved for institutional investors that have entered into an agreement with the Management Company and are being charged an investment management fee separately.
- 8 Available to (i) investors purchasing Shares through Distributors who have separate fee arrangements with such investors, (ii) product structures that purchase the Shares directly, or on behalf of an end investor and assess such investor a fee at the product level, and (iii) other investors at the Management Company's discretion.

† Class AX, BX, CX and IX shares have been retired and are no longer open to new shareholders.

Other Share Class Features

	Offered Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg <i>Taxe d'Abonnement</i> ***
EUR-Denominated Share Classes					
Class A Shares	Euro	€2,000	€750		
	Dollar	\$2,000	\$750	None	0.05%
	SGD	S\$3,000	S\$1,000		
Class AX Shares	Euro	No longer offered to new investors	€750		
	Dollar		\$750	None	0.05%
	SGD		S\$1,000		
Class AR Shares	Euro	€2,000	€750	None	0.05%
	Euro	€2,000	€750	€250,000	
	Dollar	\$2,000	\$750	\$250,000	0.05%
Class B Shares	SGD	S\$3,000	S\$1,000	S\$350,000	
	Euro	No longer offered to new investors	€750	€250,000	
	Dollar		\$750	\$250,000	0.05%
Class BX Shares	SGD		S\$1,000	S\$350,000	
	Euro	€2,000	€750		
	Dollar	\$2,000	\$750	None	0.05%
Class C Shares	SGD	S\$3,000	S\$1,000		
	Euro	No longer offered to new investors	€750		
	Dollar		\$750	None	0.05%
Class CX Shares	SGD		S\$1,000		
	Euro	€1 million**			
	Dollar	\$1 million**	None	None	0.05%
Class I Shares	SGD	S\$1.5 million**			
	Euro	No longer offered to new investors			
	Dollar		None	None	0.05%
Class IX Shares	SGD				
	Euro	€20 million**			
	Dollar	\$25 million**	None	None	0.01%
Class S Shares	Euro	€20 million**			
	Dollar	\$25 million**	None	None	0.01%
	Euro	€20 million**			
	Dollar	\$25 million**	None	None	0.01%

	Hedged Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg <i>Taxe d'Abonnement</i> ***
AUD Hedged Share Classes					
Class A AUD H Shares	AUD	A\$2,000	A\$750	None	0.05%
SGD Hedged Share Classes					
Class A SGD H Shares	SGD	S\$3,000	S\$1,000	None	0.05%
USD Hedged Share Classes					
Class A USD H Shares	USD	\$2,000	\$750	None	0.05%
Class S1 USD H Shares	USD	\$25 million**	None	None	0.01%

* Does not apply to automatic investment plans, where offered.

** May be waived by the Management Company in its sole discretion.

*** Annual Luxembourg tax payable quarterly by each portfolio.

Other Portfolio Information

Principal Investment Types

For a chart summarizing the principal types of investments used by the Portfolio and a description of securities and other instruments in which the Portfolio may invest, investors should refer to "Investment Types" in Section II beginning on page II-7. The ability of the Portfolio to invest in any securities or instruments is subject to the restrictions in the Portfolio's stated investment objective and policies and the limitations contained in "Investment Restrictions" in Appendix A to Section II.

Risk Profile

Investments of the Portfolio are subject to higher risks inherent in equity investments. In general, the value of equity investments may fluctuate, sometimes dramatically, in response to the activities and results of individual companies or because of general market, economic, political and natural conditions that are difficult to predict. Such factors include the possibility of sudden or prolonged market declines and risks associated with individual companies. Historically, equity securities have provided greater long-term returns and have entailed greater short-term risks than other investment choices.

The Portfolio is subject to market, interest rate and currency fluctuations and to other risks inherent in investing in securities. Therefore, no assurance can be given that the investment objective will be achieved, that invested capital will be preserved, or that capital appreciation will occur. Investment results may vary substantially on a monthly, quarterly or annual basis. An investment in the Portfolio does not represent a complete investment program.

For a chart summarizing the principal risks of the Portfolio and a more detailed discussion of these and other risks applicable to the Portfolio, investors should refer to "Risk Factors" in Section II.

Profile of the Typical Investor

The Portfolio will suit higher risk-tolerant investors seeking the longer-term rewards of equity investment. Investors are encouraged to consult their independent financial advisors regarding the suitability of Shares of the Portfolio for their investment needs.

Distributions

For class AR shares, the Management Company intends to declare and make annual distributions. The Management Company intends to maintain a stable distribution rate per share for such share classes, and therefore distributions may come from gross income (before reduction for fees and expenses), realized and unrealized gains and capital attributable to the relevant class. Distributions in excess of net income (gross income less fees and expenses) may represent a return of the investor's original investment amount and as such may result in a decrease in the NAV per share for the relevant class.

The Management Company also may determine if and to what extent dividends paid include realized capital gains and/or are paid out of capital, attributable to the relevant class of Shares. To the extent the net income and net realized profits attributable to these Shares exceed the amount declared payable, the excess return will be reflected in the respective Net Asset Value of such Shares. Dividends may be automatically reinvested at the election of the Shareholder.

For class A, AX, B, BX, C, CX, I, IX, S, S1 shares (and corresponding H shares), the Management Company currently does not intend to pay dividends with respect to the Shares. Therefore, any net income and net realized profits attributable to the Shares will be reflected in the respective Net Asset Value of the Shares.

Management Company, Administrator, Custodian and Transfer Agent Fees

For all Shares (and corresponding H shares) except class S and S1 shares (and corresponding H shares), the Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the Shares equal to 0.10% of average daily Net Asset Value. The Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the class S and S1 shares (and corresponding H shares) equal to the lesser of \$50,000 or 0.01% of average daily Net Asset Value.

The Administrator fee, Custodian fee and Transfer Agent fee for the Portfolio are paid out of the assets of the Portfolio in accordance with the usual practice in Luxembourg. As of 31 August 2014, the annualized amounts expressed as a percentage of average daily Net Asset Value of the Portfolio of the Administrator fee, Custodian fee and Transfer Agent fee were 0.03%, 0.03% and 0.17%, respectively. These fees may decrease or increase depending on the assets of the Portfolio and transaction volume or for other reasons.

Organizational Expenses

The Portfolio has no unamortized organizational expenses.

Historical Performance

Information on the historical performance of the Portfolio may be found in the Portfolio's KIIDs and at www.abglobal.com.

History

The Portfolio was established as a portfolio of the Fund under the name European Growth Portfolio on 26 February 1999. It was renamed Eurozone Strategic Value Portfolio on 15 September 2010.

AllianceBernstein—European Value Portfolio

Investment Objective and Policies

Investment Objective

The Portfolio's investment objective is long term capital growth.

The Portfolio seeks to meet its investment objective by investing in a portfolio of equity securities of predominantly European companies that are determined by the Investment Manager to be undervalued. For these purposes, a "European company" is a company that (i) is domiciled or organized in Europe, or (ii) is established and conducting business in Europe, or (iii) carries out the preponderant part of its economic activities in Europe. European countries comprise Western, Central and Eastern Europe (both EU and non-EU members), as well as Turkey.

Description of Investment Discipline and Process

The Investment Manager believes that, over time, a company's stock price will come to reflect its intrinsic economic value. The Investment Manager's fundamental value approach to equity investing generally defines value by reference to the relationship between a security's current price and its intrinsic economic value as measured by long-term earnings prospects. Within the developed markets of Europe, this approach seeks to identify a universe of securities that are considered to be undervalued because they are attractively priced relative to their future earnings power. Accordingly, forecasting corporate earnings and dividend-paying capability is the heart of the fundamental value approach.

The Investment Manager's value analysis depends heavily upon its large internal research staff and fundamental company and industry research. The Investment Manager's analysts are organized into global industry teams rather than by geography or asset class, since companies around the world within an industry tend to share similar profit and market dynamics. Company and industry analysts research European companies, which are screened by a proprietary quantitative return model, to forecast earnings, cash flow, and balance sheet strength for the companies for each of the next five years. If a company has many business lines, the analysts conduct this exercise for each in order to build a composite forecast for the company based in part on present and future determinants of demand for any company's products or services. These analysts also evaluate pricing strategies used by companies when competing for market share. Finally, an evaluation of the management and the financial ability of each company to implement its corporate strategy supplement the analysis.

The Investment Manager seeks undervalued securities based on the disparity between a company's intrinsic economic value and its stock price, with companies having the greatest disparities being considered the most undervalued.

The Investment Manager considers aggregate portfolio characteristics when deciding how much of each security to purchase for the Portfolio. The Investment Manager's quantitative analysts build valuation and risk models to ensure that the portfolio is constructed to obtain an effective balance of risk and return. By evaluating overall sector concentration, degree of undervaluation and other subtle similarities among investments, the Investment Manager seeks to minimize overall Portfolio volatility by favoring those attractive securities that also tend to diversify the Portfolio's risk.

A disparity between a company's current stock price and the assessment of intrinsic value can arise, at least in part, as a result of adverse, short-term market reactions to recent events or trends. In order to reduce the risk that an undervalued security will be purchased

before such an adverse market reaction has run its course, the Investment Manager also monitors analysts' earnings estimate revisions and relative return trends (also called "price momentum") so as to better time new purchases and sales of securities.

The portfolio's value stocks will tend to focus on large and medium-sized established companies within their respective markets, although the Portfolio may invest in companies of any size. The industry and geographic distribution of the Portfolio's value investments will be a function of the stock selection process, in combination with a mindfulness of country and industry exposure for overall portfolio diversification and risk management. The Portfolio intends to spread investment risk among the capital markets in a number of European countries and will invest its assets in equity securities of companies based in at least three, and normally considerably more, developed European countries.

Under normal market conditions the Portfolio will invest in a portfolio of approximately 70 to 90 companies.

The Investment Manager will seek to invest the Portfolio's assets in the equity securities of European companies in a manner intended to result in superior liquidity, which investment may take the form, for example, of the purchase of ADRs or GDRs or their equivalents.

Other Investment Policies

The Portfolio's investments in securities of issuers domiciled in emerging market countries are not expected to exceed 30% of the Portfolio's net assets. The Investment Manager, in its discretion, will determine which countries constitute "emerging market countries." In general, emerging market countries will be countries considered by the global financial community to be developing countries, including countries from time to time included in the MSCI Emerging Markets IndexSM, a free float-adjusted market capitalization index designed to measure equity market performance in the global emerging markets. The Investment Manager's determination of which countries constitute emerging market countries may change from time to time.

As a temporary defensive measure, or to provide for redemptions, the Portfolio may, without limit, hold cash, cash equivalents, or short-term fixed-income obligations, including money market instruments.

The Portfolio may invest up to 10% of its net assets in securities for which there is no ready market. See paragraph (5) of "Investment Restrictions" in Appendix A to Section II. The Portfolio may therefore not be readily able to sell such securities. Moreover, there may be contractual restrictions on the resale of such securities.

The Investment Manager expects that at any time at least 80% of the Portfolio's total assets will be invested in equity securities of European companies, and in no case will the amount of the Portfolio's total assets invested in such securities be less than two-thirds of the Portfolio's total assets. Efficient portfolio management and hedging techniques may include use of exchange-traded and OTC derivative instruments, including swaps, options, futures and currency transactions.

Leverage. The Investment Manager does not expect to utilize bank borrowing in implementing the Portfolio's investment strategy.

The expected level of leverage of the Portfolio is estimated to be in the 0% to 50% range of its Net Asset Value. The expected level of leverage is calculated as the sum of the notional of the financial derivative instruments held by the Portfolio. Pursuant to the CSSF Circular 11/512 dated 30 May 2011, this calculation methodology neither takes into account the fact that a particular financial derivative instrument increases or decreases the Portfolio's investment risks nor permits to net financial derivative instruments with reverse positions. Shareholders should be aware that (i) a higher level of expected leverage does not automatically imply a higher level of investment risk and (ii) the expected level of leverage disclosed above is mainly generated by the use of derivatives for hedging purposes or for efficient portfolio management. In addition, the actual leverage of the Portfolio may deviate from the above mentioned expected level of leverage.

Risk Measurement. The Investment Manager will utilize a Value-at-Risk ("VaR") methodology to monitor the global exposure (market risk) for the Portfolio. The global exposure of the Portfolio is measured by the relative VaR methodology pursuant to which the VaR of the Portfolio may not exceed twice the VaR of a reference benchmark. For these purposes, the Portfolio's reference benchmark is the MSCI Europe.

Currency Hedged Share Classes. One or more of the Portfolio's share classes offered in a particular currency (each, an "Offered Currency") may be hedged to such Offered Currency. Any such share class will constitute a "Currency Hedged Share Class." Currency Hedged Share Classes aim to provide investors a return more closely correlated to the Portfolio's base currency return by reducing the effect of exchange rate fluctuations between the Portfolio's base currency (i.e., Euro) and the relevant Offered Currency, taking into account practical considerations such as transaction costs. The hedging strategy employed is designed to reduce, but may not eliminate, currency exposure between the Portfolio's base currency and the Offered Currency.

Currency Hedged Share Classes do not affect the investment management of the Portfolio's underlying assets since it is only the net asset value (NAV) of the Currency Hedged Share Classes, not the Portfolio's underlying assets, which is hedged to the Offered Currency. Expenses incurred as a result of such hedging activity will be borne by the Currency Hedged Share Class in relation to which such expenses are incurred. For additional information on share class hedging, see "How to Purchase Shares—Currency Hedged Share Classes" in Section II.

Summary Information

Portfolio Features

Recommended Investment Horizon	Long-term	Order Cut-Off Time	6:00 P.M. Central European Time on each Business Day
Currency of the Portfolio	Euro	Distributions*	<i>For class A, B, C, I, S and S1 shares</i> None
Net Asset Value Calculation	Each Business Day		<i>For class AD, BD and SD shares</i> To be declared and payable monthly
Net Asset Value Publication	Available at www.abglobal.com		See "Distributions" below.
Class names	H means Currency Hedged Share Classes. For additional information on share class hedging, see "How to Purchase Shares—Currency Hedged Share Classes" and "Risk Factors -- Currency Hedged Share Class Risk" in Section II.		*Includes Hedged Share Classes

Share Class Fees and Charges¹

	Initial Sales Charge ³	Management Fee ⁴	Distribution Fee ⁵	Contingent Deferred Sales Charge ⁶
EUR-Denominated Share Classes				
Class A Shares	Up to 6.25%	1.50%	None	None
Class AD Shares	Up to 6.25%	1.50%	None	None
Class B Shares ²	None	1.50%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class BD Shares ²	None	1.50%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class C Shares	None	1.95%	None	0–1 year held=1.0% thereafter 0%
Class I Shares ⁸	Up to 1.50%	0.70%	None	None
Class S Shares ⁷	None	None	None	None
Class S1 Shares	None	0.55%	None	None
Class SD Shares ⁷	None	None	None	None
AUD Hedged Share Classes				
Class A AUD H Shares	Up to 6.25%	1.50%	None	None
Class AD AUD H Shares	Up to 6.25%	1.50%	None	None
Class BD AUD H Shares ²	None	1.50%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
SGD Hedged Share Classes				
Class A SGD H Shares	Up to 6.25%	1.50%	None	None
Class AD SGD H Shares	Up to 6.25%	1.50%	None	None
USD Hedged Share Classes				
Class A USD H Shares	Up to 6.25%	1.50%	None	None
Class AD USD H Shares	Up to 6.25%	1.50%	None	None
Class BD USD H Shares ²	None	1.50%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%

1 The Management Company, Administrator, Custodian and Transfer Agent are entitled to receive, out of the assets of the Portfolio, fees as described under "Other Portfolio Information—Management Company, Administrator, Custodian and Transfer Agent Fees" below. The Portfolio also bears all of its other expenses. See "How to Purchase Shares" and "Additional

Information—Fees and Expenses" in Section II. The Management Company has voluntarily undertaken, until the Management Company on behalf of the Fund notifies Shareholders to the contrary, that if, in any fiscal year, the aggregate fees and expenses with respect to the following share classes of the Portfolio (including any management fee and all other

fees and expenses set out in "Additional Information—Fees and Expenses" in Section II, including Luxembourg *Taxe d'Abonnement* but exclusive of certain other taxes, brokerage (if applicable) and interest on borrowings) exceed the following percentages of the Portfolio's average Net Asset Value for the fiscal year attributable to the Portfolio's share classes as follows: S (0.15%), S1 (0.70%) and SD (0.15%), the Fund may deduct from the payment to be made to the Management Company, or the Management Company will otherwise bear, such excess fees and expenses.

- 2 After six years from the date of purchase, class B and BD Shareholders will have the right to request a conversion to class A and AD shares, respectively, without charge from either the Fund or the Management Company. For further details on the conversion right, please refer to "How to Exchange or Convert Shares—Conversion of CDSC Shares" in Section II of the Prospectus.
- 3 As a percentage of purchase price.
- 4 As an annual percentage of average daily Net Asset Value. With respect to certain share classes, the management fee may also include a component that is paid to distributors or other financial intermediaries and service providers.

For further details on the Management Fee, please refer to "Additional Information—Fees and Expenses" in Section II.

- 5 As an annual percentage of average daily Net Asset Value.
- 6 As a percentage of the lesser of the current Net Asset Value or original cost of the Shares being redeemed and based upon the duration that such Shares are held. CDSC Shares may only be purchased through a dealer authorized by the Distributor to offer such shares. Those investors considering an investment in CDSC Shares should speak with their financial advisor for details. With respect to class C shares, a dealer may elect to waive the contingent deferred sales charge in certain circumstances.
- 7 Class S and SD shares are reserved for institutional investors that have entered into an agreement with the Management Company and are being charged an investment management fee separately.
- 8 Available to (i) investors purchasing Shares through Distributors who have separate fee arrangements with such investors, (ii) product structures that purchase the Shares directly, or on behalf of an end investor and assess such investor a fee at the product level, and (iii) other investors at the Management Company's discretion.

Other Share Class Features

	Offered Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg Taxe d'Abonnement***
EUR-Denominated Share Classes					
Class A Shares	Euro	€2,000	€750	None	0.05%
	Dollar	\$2,000	\$750		
	SGD	S\$3,000	S\$1,000		
Class AD Shares	Euro	€2,000	€750	None	0.05%
Class B Shares	Euro	€2,000	€750	€250,000	0.05%
	Dollar	\$2,000	\$750	\$250,000	
	SGD	S\$3,000	S\$1,000	S\$350,000	
Class BD Shares	Euro	€2,000	€750	€250,000	0.05%
Class C Shares	Euro	€2,000	€750	None	0.05%
	Dollar	\$2,000	\$750		
	SGD	S\$3,000	S\$1,000		
Class I Shares	Euro	€1 million**	None	None	0.05%
	Dollar	\$1 million**			
	SGD	S\$1.5 million**			
Class S Shares	Euro	€20 million**	None	None	0.01%
	Dollar	\$25 million**			
Class S1 Shares	Euro	€20 million**	None	None	0.01%
	Dollar	\$25 million**			
Class SD Shares	Euro	€25 million**	None	None	0.01%
	Hedged Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg Taxe d'Abonnement***
AUD Hedged Share Classes					
Class A AUD H Shares	AUD	A\$2,000	A\$750	None	0.05%
Class AD AUD H Shares	AUD	A\$2,000	A\$750	None	0.05%
Class BD AUD H Shares	AUD	A\$2,000	A\$750	A\$250,000	0.05%
SGD Hedged Share Classes					
Class A SGD H Shares	SGD	S\$3,000	S\$1,000	None	0.05%
Class AD SGD H Shares	SGD	S\$3,000	S\$1,000	None	0.05%
USD Hedged Share Classes					
Class A USD H Shares	USD	\$2,000	\$750	None	0.05%
Class AD USD H Shares	USD	\$2,000	\$750	None	0.05%
Class BD USD H Shares	USD	\$2,000	\$750	\$250,000	0.05%

* Does not apply to automatic investment plans, where offered.

** May be waived by the Management Company in its sole discretion.

*** Annual Luxembourg tax payable quarterly by each portfolio.

Other Portfolio Information

Principal Investment Types

For a chart summarizing the principal types of investments used by the Portfolio and a description of securities and other instruments in which the Portfolio may invest, investors should refer to "Investment Types" in Section II beginning on page II-7. The ability of the Portfolio to invest in any securities or instruments is subject to the restrictions in the Portfolio's stated investment objective and policies and the limitations contained in "Investment Restrictions" in Appendix A to Section II.

Risk Profile

Investments of the Portfolio are subject to higher risks inherent in equity investments. In general, the value of equity investments may fluctuate, sometimes dramatically, in response to the activities and results of individual companies or because of general market, economic, political and natural conditions that are difficult to predict. Such factors include the possibility of sudden or prolonged market declines and risks associated with individual companies. Historically, equity securities have provided greater long-term returns and have entailed greater short-term risks than other investment choices.

The Portfolio is subject to market, interest rate and currency fluctuations and to other risks inherent in investing in securities. Therefore, no assurance can be given that the investment objective will be achieved, that invested capital will be preserved, or that capital appreciation will occur. Investment results may vary substantially on a monthly, quarterly or annual basis. An investment in the Portfolio does not represent a complete investment program.

For a chart summarizing the principal risks of the Portfolio and a more detailed discussion of these and other risks applicable to the Portfolio, investors should refer to "Risk Factors" in Section II.

Profile of the Typical Investor

The Portfolio will suit higher risk-tolerant investors seeking the longer-term rewards of equity investment. Investors are encouraged to consult their independent financial advisors regarding the suitability of Shares of the Portfolio for their investment needs.

Distributions

For class A, B, C, I, S and S1 shares (and corresponding H shares), the Management Company currently does not intend to pay distributions with respect to the Shares. Therefore, any net income and net realized profits attributable to the Shares will be reflected in the respective Net Asset Value of the Shares.

For class AD, BD and SD shares (and corresponding H shares), the Management Company intends to declare and pay monthly distributions. The Management Company intends to maintain a stable distribution rate per share for such share classes, and therefore distributions may come from gross income (before reduction for fees and expenses), realized and unrealized gains and capital attributable to the relevant class. Distributions in excess of net income (gross income less fees and expenses) may represent a return of the investor's original investment amount and as such may result in a decrease in the NAV per share for the relevant class.

The Management Company also may determine if and to what extent distributions paid include realized capital gains and/or are paid out of capital, attributable to the relevant class of Shares. Distributions may be automatically reinvested at the election of the Shareholder.

Management Company, Administrator, Custodian and Transfer Agent Fees

For all Shares (and corresponding H shares) except class S, S1 and SD shares, the Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the Shares equal to 0.10% of average daily Net Asset Value. The Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the class S, S1 and SD shares equal to the lesser of \$50,000 or 0.01% of average daily Net Asset Value.

The Administrator fee, Custodian fee and Transfer Agent fee for the Portfolio are paid out of the assets of the Portfolio in accordance with the usual practice in Luxembourg. As of 31 August 2014, the annualized amounts expressed as a percentage of average daily Net Asset Value of the Portfolio of the Administrator fee, Custodian fee and Transfer Agent fee were 0.03%, 0.01% and 0.09%, respectively. These fees may decrease or increase depending on the assets of the Portfolio and transaction volume or for other reasons.

Organizational Expenses

The Portfolio has no unamortized organizational expenses.

Historical Performance

Information on the historical performance of the Portfolio may be found in the Portfolio's KIIDs and at www.abglobal.com.

History

The Portfolio was established as a portfolio of ACM Bernstein Value Investments on 2 April 2001 and was subsequently amalgamated into the Fund with effect on 31 May 2006.

AllianceBernstein—Asia Ex-Japan Equity Portfolio

Investment Objective and Policies

Investment Objective

The investment objective of the Portfolio is long-term growth of capital and income.

Investment Discipline and Processes

The Portfolio seeks to achieve its investment objective by investing in a portfolio of equity securities of companies in the Asia ex-Japan region that are determined by the Investment Manager to be undervalued. The Portfolio's investment universe will consist of countries contained in the MSCI AC (All Country) Asia ex Japan Index and the MSCI Frontier Markets Index, although the Portfolio may invest in securities outside the MSCI AC (All Country) Asia ex Japan Index and the MSCI Frontier Markets Index.

The Investment Manager believes that, over time, a company's stock price will come to reflect its intrinsic economic value. The Investment Manager's fundamental value approach to equity investing generally defines value by reference to the relationship between a security's current price and its intrinsic economic value as measured by long-term earnings prospects.

This approach seeks to identify, in the first instance, a universe of Asia ex-Japan securities that are considered to be undervalued because they are attractively priced relative to their future earnings power. Accordingly, forecasting corporate earnings and cash generation is the heart of the fundamental value approach.

Under normal market conditions the Portfolio will invest in a portfolio of approximately 60-100 companies.

The Investment Manager's value analysis depends heavily upon its large internal research staff and fundamental company and industry research. The Investment Manager's analysts are organized into global industry teams rather than by geography or asset class, since companies around the world within an industry tend to share similar profit and market dynamics. Company and industry analysts research Asia ex-Japan companies, which are screened by a proprietary quantitative return model, to forecast earnings, cash flow, and balance sheet strength for the companies for each of the next five years. If a company has many business lines, the analysts conduct this exercise for each in order to build a composite forecast for the company based in part on present and future determinants of demand for any company's products or services. These analysts also evaluate pricing strategies used by companies when competing for market share. Finally, an evaluation of the management and the financial ability of each company to implement its corporate strategy supplement the analysis.

The Investment Manager seeks undervalued securities based on the disparity between a company's intrinsic economic value and its stock price, with companies having the greatest disparities being considered the most undervalued.

The Investment Manager considers aggregate portfolio characteristics when deciding how much of each security to purchase for the Portfolio. The Investment Manager's quantitative analysts build valuation and risk models to ensure that the portfolio is constructed to obtain an effective balance of risk and return. By evaluating overall sector concentration, degree of undervaluation and other subtle similarities among investments, the Investment Manager seeks to minimize overall Portfolio volatility by favoring those attractive securities that also tend to diversify the Portfolio's risk.

A disparity between a company's current stock price and the assessment of intrinsic value can arise, at least in part, as a result of adverse, short-term market reactions to recent events or trends. In order to reduce the risk that an undervalued security will be purchased before such an adverse market reaction has run its course, the Investment Manager also monitors analysts' earnings estimate revisions and relative return trends (also called "price momentum").

Description of Currency Strategy

The Investment Manager may employ a currency overlay strategy. This strategy involves the adjustment of the Portfolio's various currency exposures to take into account the risk and return outlook of both the Portfolio's base currency and of other currencies. Accordingly, at any time, the Investment Manager may adjust the Portfolio's currency exposures depending on the expected return and risk characteristics which its research indicates those currencies are likely to offer.

The Investment Manager's currency overlay strategy may be implemented through transactions in certain currency-related derivative instruments, such as forward foreign currency exchange contracts, currency futures, currency options, options on currency futures and currency swaps, intended to protect the Portfolio against adverse currency effects and/or to seek active investment opportunities based on the risk and return outlook of different currencies. For example, when the Investment Manager's research indicates that a particular foreign currency offers a lower expected return than the base currency, the Investment Manager may enter into a forward foreign currency exchange contracts to sell an amount of the foreign currency expected to offer a lower return. Such instruments may also be employed to increase the Portfolio's exposure to a particular currency such that the Portfolio's exposure to that currency exceeds the value of the Portfolio's securities denominated in that currency (including on occasion cases where the Portfolio's investment portfolio includes no securities denominated in that currency) when the Investment Manager's research indicates that that currency is likely to offer an attractive return. The Investment Manager utilizes its in-house models developed specifically for these purposes as well as its fundamental research-based outlook.

Within this currency overlay strategy framework, the Investment Manager will control the Portfolio's currency exposures in order to ensure that stock selection remains the main driver of the Portfolio's investment returns and in order to seek to ensure that the risk arising from those currency exposures is proportionate to the expected return opportunities they offer.

Use of Derivatives

General. The Investment Manager may employ financial derivative instruments for investment, efficient portfolio management and hedging purposes. These financial derivative instruments may include, but are not limited to, "local access products" (such as equity linked certificates, participation notes, and warrants), and securities convertible into common stock, futures, and options on futures on stock indices.

Leverage. The Investment Manager does not expect to utilize bank borrowing in implementing the Portfolio's investment strategy. The expected level of leverage of the Portfolio is estimated to be in the 0% to 50% range of its Net Asset Value. The expected level of leverage is calculated as the sum of the notionals of the financial

derivative instruments held by the Portfolio. Pursuant to the CSSF Circular 11/512 dated 30 May 2011, this calculation methodology neither takes into account the fact that a particular financial derivative instrument increases or decreases the Portfolio's investment risks nor permits to net financial derivative instruments with reverse positions. Shareholders should be aware that (i) a higher level of expected leverage does not automatically imply a higher level of investment risk and (ii) the expected level of leverage disclosed above is mainly generated by the use of derivatives for hedging purposes or for efficient portfolio management. In addition, the actual leverage of the Portfolio may deviate from the above mentioned expected level of leverage.

Risk Measurement. The Investment Manager will utilize a Value-at-Risk ("VaR") methodology to monitor the global exposure (market risk) for the Portfolio. The global exposure of the Portfolio is measured by the relative VaR methodology pursuant to which the VaR of the Portfolio may not exceed twice the VaR of a reference benchmark. For these purposes, the Portfolio's reference benchmark is the MSCi All Countries Asia Free X Japan.

Other Investment Policies

As a temporary defensive measure, or to provide for redemptions, the Portfolio may, without limit, hold cash, cash equivalents, or short-term fixed-income obligations, including money market instruments.

The Portfolio may invest up to 10% of its net assets in securities for which there is no ready market. See paragraph (5) of "Investment Restrictions" in Appendix A to Section II. The Portfolio may therefore not be readily able to sell such securities. Moreover, there may be contractual restrictions on the resale of such securities.

The Investment Manager expects that at any time at least 80% of the Portfolio's total assets will be invested in equity securities of Asia ex-Japan companies, and in no case will the amount of the Portfolio's total assets invested in such securities be less than two-thirds of the Portfolio's total assets.

Currency Hedged Share Classes

One or more of the Portfolio's share classes offered in a particular currency (each, an "Offered Currency") may be hedged to such Offered Currency. Any such share class will constitute a "Currency Hedged Share Class." Currency Hedged Share Classes aim to provide investors a return more closely correlated to the Portfolio's base currency return by reducing the effect of exchange rate fluctuations between the Portfolio's base currency (*i.e.*, Dollar) and the relevant Offered Currency, taking into account practical considerations such as

transaction costs. The hedging strategy employed is designed to reduce, but may not eliminate, currency exposure between the Portfolio's base currency and the Offered Currency.

Currency Hedged Share Classes do not affect the investment management of the Portfolio's underlying assets since it is only the net asset value (NAV) of the Currency Hedged Share Classes, not the Portfolio's underlying assets, which is hedged to the Offered Currency. Expenses incurred as a result of such hedging activity will be borne by the Currency Hedged Share Class in relation to which such expenses are incurred.

For additional information on share class hedging, see "How to Purchase Shares—Currency Hedged Share Classes" in Section II.

Risk Factors linked to RMB Hedged Share Classes. Since 2005, the RMB exchange rate is no longer pegged to the U.S. dollar. RMB has now moved to a managed floating exchange rate based on market supply and demand with reference to a basket of foreign currencies. The daily trading price of the RMB against other major currencies in the inter-bank foreign exchange market is allowed to float within a narrow band around the central parity published by the People's Bank of China. RMB convertibility from offshore RMB (CNH) to onshore RMB (CNY) is a managed currency process subject to foreign exchange control policies of and repatriation restrictions imposed by the Chinese government in coordination with the Hong Kong Monetary Authority (HKMA). The value of CNH could differ, perhaps significantly, from that of CNY due to a number of factors including without limitation those foreign exchange control policies and repatriation restrictions pursued by the Chinese government from time-to-time as well as other external market forces.

Since 2005, foreign exchange control policies pursued by the Chinese government have resulted in the general appreciation of RMB (both CNH and CNY). This appreciation may or may not continue and there can be no assurance that RMB will not be subject to devaluation at some point. Any devaluation of RMB could adversely affect the value of investors' investments in the RMB H shares.

The RMB H shares participate in the offshore RMB (CNH) market, which allows investors to freely transact CNH outside of mainland China with approved banks in the Hong Kong market (HKMA approved banks). The RMB H shares will have no requirement to remit CNH to onshore RMB (CNY).

Summary Information

Portfolio Features

Recommended Investment Horizon	Long-term	Order Cut-Off Times	<p><i>For USD-Denominated Share Classes (until November 27, 2014)</i> 4:00 P.M. U.S. Eastern Time on each Business Day</p> <p><i>For USD-Denominated Share Classes (as of November 28, 2014), JPY-Denominated Share Classes and Currency Hedged Share Classes (except RMB Hedged Share Classes)</i> 6:00 P.M. Central European Time on each Business Day</p> <p><i>For RMB Hedged Share Classes</i> 12:00 P.M. Hong Kong Time on each Business Day (until February 26, 2015) 1:00 P.M. Central European Time on each Business Day (as of February 27, 2015)</p>
Currency of the Portfolio	USD		
Net Asset Value Calculation	Each Business Day	Distributions*	<p><i>For class A, B, C, I, S and S1 shares</i> None</p> <p><i>For class AD, BD, ID and SD shares</i> To be declared and payable monthly</p> <p><i>For class AY and BY shares</i> To be declared and paid at the Management Company's discretion</p> <p>See "Distributions" below.</p> <p>*Includes Hedged Share Classes</p>
Net Asset Value Publication	Available at www.abglobal.com		
Class Names	<p>H means Currency Hedged Share Classes. For additional information on share class hedging, see "How to Purchase Shares—Currency Hedged Share Classes" and "Risk Factors -- Currency Hedged Share Class Risk" in Section II.</p>		

Share Class Fees and Charges¹

	Initial Sales Charge ³	Management Fee ⁴	Distribution Fee ⁵	Contingent Deferred Sales Charge ⁶
USD-Denominated Share Classes				
Class A and AD Shares	Up to 6.25%	1.70%	None	None
Class B and BD Shares ²	None	1.70%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class C Shares	None	2.15%	None	0–1 year held=1.0% thereafter 0%
Class I and ID Shares ⁸	Up to 1.50%	0.90%	None	None
Class S Shares ⁷	None	None	None	None
Class S1 Shares	None	0.90%	None	None
Class SD Shares ⁷	None	None	None	None
JPY-Denominated Share Classes				
Class AY Shares	Up to 6.25%	1.70%	None	None
Class BY Shares ²	None	1.45%	0.72%	0–1 year held=4.50% 1–2 yrs=3.75% 2–3 yrs=3.25% 3–4 yrs=2.50% 4–5 yrs=2.00% 5–6 yrs=1.25% 6–7 yrs=0.75% 7+ yrs=0%
AUD Hedged Share Classes				
Class A AUD H and AD AUD H Shares	Up to 6.25%	1.70%	None	None

Class B AUD H and BD AUD H Shares ²	None	1.70%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class C AUD H Shares	None	2.15%	None	0–1 year held=1.0% thereafter 0%
Class I AUD H and ID AUD H Shares ⁸	Up to 1.50%	0.90%	None	None
SGD Hedged Share Classes				
Class A SGD H and AD SGD H Shares	Up to 6.25%	1.70%	None	None 0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class B SGD H Shares ²	None	1.70%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
CAD Hedged Share Classes				
Class AD CAD H Shares	Up to 6.25%	1.70%	None	None 0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class BD CAD H Shares ²	None	1.70%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
GBP Hedged Share Classes				
Class AD GBP H Shares	Up to 6.25%	1.70%	None	None 0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class BD GBP H Shares ²	None	1.70%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
RMB* Hedged Share Classes				
Class AD RMB H Shares	Up to 6.25%	1.70%	None	None
EUR Hedged Share Classes				
Class AD EUR H Shares	Up to 6.25%	1.70%	None	None 0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class BD EUR H Shares ²	None	1.70%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
NZD Hedged Share Classes				
Class AD NZD H Shares	Up to 6.25%	1.70%	None	None 0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class BD NZD H Shares ²	None	1.70%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
ZAR Hedged Share Classes				
Class AD ZAR H Shares	Up to 6.25%	1.70%	None	None 0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class BD ZAR H Shares ²	None	1.70%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%

1 The Management Company, Administrator, Custodian and Transfer Agent are entitled to receive, out of the assets of the Portfolio, fees as described under "Other Portfolio Information—Management Company, Administrator, Custodian and Transfer Agent Fees" below. The Portfolio also bears all of its other expenses. See "How to Purchase Shares" and "Additional Information—Fees and Expenses" in Section II. The Management Company has voluntarily undertaken, until the Management Company on behalf of the Fund notifies Shareholders to the contrary, that if, in any fiscal year, the aggregate fees and expenses with respect to the following share classes of the Portfolio (including any management fee and all other fees and expenses set

out in "Additional Information—Fees and Expenses" in Section II, including Luxembourg *Taxe d'Abonnement* but exclusive of certain other taxes, brokerage (if applicable) and interest on borrowings) exceed the following percentages of the Portfolio's average Net Asset Value for the fiscal year attributable to the Portfolio's share classes (and corresponding H shares) as follows: A (2.05%), AD (2.05%), AY (2.05%), B (3.05%), BD (3.05%), BY (2.52%), C (2.50%), I (1.25%), ID (1.25%), S (0.30%) S1 (1.20%) and SD (0.30%), the Fund may deduct from the payment to be made to the Management Company, or the Management Company will otherwise bear, such excess fees and expenses.

- 2 After six years from the date of purchase (for class B or BD) and after seven years from the date of purchase (for class BY), Shareholders of B, BD or BY will have the right to request a conversion to class A, AD or AY shares, respectively, without charge from either the Fund or the Management Company. For further details on the conversion right, please refer to "How to Exchange or Convert Shares—Conversion of CDSC Shares" in Section II of the Prospectus.
- 3 As a percentage of purchase price.
- 4 As an annual percentage of average daily Net Asset Value. With respect to certain share classes, the management fee may also include a component that is paid to distributors or other financial intermediaries and service providers. For further details on the management fee, please refer to "Additional Information—Fees and Expenses" in Section II.
- 5 As an annual percentage of average daily Net Asset Value.
- 6 For all relevant share classes except BY, as a percentage of the lesser of the current Net Asset Value or original cost of the Shares being redeemed and

based upon the duration that such Shares are held. For class BY shares, as a percentage of the original cost of the shares being redeemed and based upon the duration that such shares are held. CDSC Shares may only be purchased through a dealer authorized by the Distributor to offer such shares. Those investors considering an investment in CDSC Shares should speak with their financial advisor for details. With respect to class C shares (and corresponding H shares), a dealer may elect to waive the contingent deferred sales charge in certain circumstances.

- 7 Class S and SD shares are reserved for institutional investors that have entered into an agreement with the Management Company and are being charged an investment management fee separately.
- 8 Available to (i) investors purchasing Shares through Distributors who have separate fee arrangements with such investors, (ii) product structures that purchase the Shares directly, or on behalf of an end investor and assess such investor a fee at the product level, and (iii) other investors at the Management Company's discretion.

* "RMB" refers to offshore RMB ("CNH") and not onshore RMB known as CNY.

Other Share Class Features

	Offered Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg Taxe d'Abonnement***
USD-Denominated Share Classes					
Class A and AD Shares	Dollar	\$2,000**	\$750		
	Euro	€2,000**	€750		
	SGD	S\$3,000**	S\$1,000	None	0.05%
	HKD	HK\$15,000**	HK\$5,000		
Class B and BD Shares	Dollar	\$2,000**	\$750	\$250,000	
	Euro	€2,000**	€750	€250,000	
	SGD	S\$3,000**	S\$1,000	S\$350,000	0.05%
	HKD	HK\$15,000**	HK\$5,000	HK\$2,000,000	
Class C Shares	Dollar	\$2,000**	\$750		
	Euro	€2,000**	€750		
	SGD	S\$3,000**	S\$1,000	None	0.05%
	HKD	HK\$15,000**	HK\$5,000		
Class I and ID Shares	Dollar	\$1 million**			
	Euro	€1 million**	None	None	0.05%
	SGD	S\$1 million**			
Class S Shares	Dollar	\$25 million**			
	Euro	€20 million**	None	None	0.01%
	HKD	HK\$200 million**			
Class S1 Shares	Dollar	\$25 million**	None	None	0.01%
	Euro	€20 million**			
Class SD Shares	Dollar	\$25 million**	None	None	0.01%
JPY-Denominated Share Classes					
Class AY Shares	JPY	¥200,000**	¥80,000	None	0.05%
Class BY Shares	JPY	¥200,000**	¥80,000	¥20,000,000	0.05%
	Hedged Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg Taxe d'Abonnement***
AUD Hedged Share Classes					
Class A AUD H and AD AUD H Shares	AUD	A\$2,000	A\$750	None	0.05%
Class B AUD H and BD AUD H Shares	AUD	A\$2,000	A\$750	A\$250,000	0.05%
Class C AUD H Shares	AUD	A\$2,000	A\$750	None	0.05%
Class I AUD H and ID AUD H Shares	AUD	A\$1 million**	None	None	0.05%
SGD Hedged Share Classes					
Class A SGD H and AD SGD H Shares	SGD	S\$3,000	S\$1,000	None	0.05%
Class B SGD H Shares	SGD	S\$3,000	S\$1,000	S\$350,000	0.05%
CAD Hedged Share Classes					
Class AD CAD H Shares	CAD	C\$2,000	C\$750	None	0.05%

Class BD CAD H Shares	CAD	C\$2,000	C\$750	C\$250,000	0.05%
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GBP Hedged Share Classes

Class AD GBP H Shares	GBP	£2,000	£750	None	0.05%
Class BD GBP H Shares	GBP	£2,000	£750	£250,000	0.05%

RMB Hedged Share Classes

Class AD RMB H Shares	RMB	RMB 10,000	RMB 3,750	None	0.05%
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EUR Hedged Share Classes

Class AD EUR H Shares	EUR	€2,000	€750	None	0.05%
Class BD EUR H Shares	EUR	€2,000	€750	€250,000	0.05%

NZD Hedged Share Classes

Class AD NZD H Shares	NZD	NZ\$3,000	NZ\$1,000	None	0.05%
Class BD NZD H Shares	NZD	NZ\$3,000	NZ\$1,000	NZ\$400,000	0.05%

ZAR Hedged Share Classes

Class AD ZAR H Shares	ZAR	ZAR 20,000	ZAR 7,000	None	0.05%
Class BD ZAR H Shares	ZAR	ZAR 20,000	ZAR 7,000	ZAR 2,500,000	0.05%

* Does not apply to automatic investment plans, where offered.

** May be waived by the Management Company in its sole discretion.

*** Annual Luxembourg tax payable quarterly by each portfolio.

Other Portfolio Information

Principal Investment Types

For a chart summarizing the principal types of investments used by the Portfolio and a description of securities and other instruments in which the Portfolio may invest, investors should refer to "Investment Types" in Section II beginning on page II-7. The ability of the Portfolio to invest in any securities or instruments is subject to the restrictions in the Portfolio's stated investment objective and policies and the limitations contained in "Investment Restrictions" in Appendix A to Section II.

Risk Profile

It is intended that this Portfolio will make use of financial derivative instruments. The investment restrictions (9) to (13) set forth in Appendix A to Section II will not apply. This Portfolio shall employ instead the Value-at-Risk (VaR) approach.

VaR reports will be produced and monitored on a daily basis based on the following criteria:

- 1 month holding period;
- 99% confidence level;
- stress testing will also be applied on an ad hoc basis.

Investments of the Portfolio are subject to higher risks inherent in equity investments. In general, the value of equity investments may fluctuate, sometimes dramatically, in response to the activities and results of individual companies or because of general market, economic, political and natural conditions that are difficult to predict. Such factors include the possibility of sudden or prolonged market declines and risks associated with individual companies. Historically, equity securities have provided greater long-term returns and have entailed greater short-term risks than other investment choices.

Because the Portfolio will primarily invest in securities of issuers situated in the Asia ex-Japan region it will be directly affected by volatility in various securities markets in the region, which have experienced periods of dramatic expansion and contraction, and changes in economic and political climate in the region generally.

The Portfolio is subject to market, interest rate and currency fluctuations and to other risks inherent in investing in securities. Therefore, no assurance can be given that the investment objective will be achieved, that invested capital will be preserved, or that capital appreciation will occur. Investment results may vary substantially on a monthly, quarterly or annual basis. An investment in the Portfolio does not represent a complete investment program.

For a chart summarizing the principal risks of the Portfolio and a more detailed discussion of these and other risks applicable to the Portfolio, investors should refer to "Risk Factors" in Section II.

Profile of the Typical Investor

The Portfolio will suit higher risk-tolerant investors seeking the longer-term rewards of equity investment. Investors are encouraged to consult their independent financial advisors regarding the suitability of Shares of the Portfolio for their investment needs.

Distributions

For class A, B, C, I, S and S1 shares (and corresponding H shares), the Management Company currently does not intend to pay distributions with respect to the Shares. Therefore, any net income and net realized profits attributable to the Shares will be reflected in the respective Net Asset Value of the Shares.

For class AY and class BY shares, the Management Company has discretion to declare and pay distributions based on the Portfolio's net income attributable to each class of Shares.

For class AD, BD, ID and SD shares (and corresponding H shares), the Management Company intends to declare and pay monthly distributions. The Management Company intends to maintain a stable distribution rate per share for such share classes, and therefore distributions may come from gross income (before reduction for fees and expenses), realized and unrealized gains and capital attributable to the relevant class. Distributions in excess of net income (gross income less fees and expenses) may represent a return of the investor's original investment amount and as such may result in a decrease in the NAV per share for the relevant class.

The Management Company also may determine if and to what extent distributions paid include realized capital gains and/or are paid out of capital attributable to the relevant class of Shares. Distributions may be automatically reinvested at the election of the Shareholder.

Management Company, Administrator, Custodian and Transfer Agent Fees

For all Shares (and corresponding H shares) except class S, S1 shares and SD, the Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the Shares equal to 0.05% of average daily Net Asset Value. The Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the class S, S1 shares and SD equal to the lesser of \$50,000 or 0.01% of average daily Net Asset Value.

The Administrator fee, Custodian fee and Transfer Agent fee for the Portfolio are paid out of the assets of the Portfolio in accordance with the usual practice in Luxembourg. As of 31 August 2014, the annualized amounts expressed as a percentage of average daily Net Asset Value of the Portfolio of the Administrator fee, Custodian fee and Transfer Agent fee were 0.02%, 0.04% and 0.09%, respectively. These fees may decrease or increase depending on the assets of the Portfolio and transaction volume or for other reasons.

Organizational Expenses

The Portfolio has no unamortized organizational expenses.

Historical Performance

Information on the historical performance of the Portfolio, once available, may be found in the Portfolio's KIIDs and at www.abglobal.com.

History

The Portfolio was established as a portfolio of the Fund on 30 November 2009.

AllianceBernstein— Asia Pacific Ex-Japan Equity Portfolio

Investment Objective and Policies

Investment Objective

The investment objective of the Portfolio is long-term growth of capital.

Investment Discipline and Processes

The Portfolio seeks to achieve its investment objective by investing in a portfolio of equity securities of companies in the Asia Pacific ex-Japan region that are determined by the Investment Manager to be undervalued. The Portfolio's investment universe will consist of countries contained in the MSCI AC Asia Pacific ex-Japan Index, although the Portfolio may invest in securities outside the MSCI AC Asia Pacific ex-Japan Index. The Investment Manager believes that, over time, a company's stock price will come to reflect its intrinsic economic value. The Investment Manager's fundamental value approach to equity investing generally defines value by reference to the relationship between a security's current price and its intrinsic economic value as measured by long-term earnings prospects.

This approach seeks to identify, in the first instance, a universe of Asia Pacific ex-Japan securities that are considered to be undervalued because they are attractively priced relative to their future earnings power. Accordingly, forecasting corporate earnings and cash generation is the heart of the fundamental value approach.

The Investment Manager expects that under normal market conditions, the portfolio expects that at least 80% of its total assets will be invested in equity securities of Asia Pacific ex-Japan companies.

The Portfolio may invest up to 10% of its net assets in securities for which there is no ready market. See paragraph (5) of "Investment Restrictions" in Appendix A to Section II. The Portfolio may therefore not be readily able to sell such securities. Moreover, there may be contractual restrictions on the resale of such securities.

The Investment Manager seeks undervalued securities based on the disparity between a company's intrinsic economic value and its stock price, with companies having the greatest disparities being considered the most undervalued.

Description of Currency Strategy

The Investment Manager may employ a currency overlay strategy. This strategy involves the adjustment of the Portfolio's various currency exposures to take into account the risk and return outlook of both the Portfolio's base currency and of other currencies. Accordingly, at any time, the Investment Manager may adjust the Portfolio's currency exposures depending on the expected return and risk characteristics which its research indicates those currencies are likely to offer.

The Investment Manager's currency overlay strategy may be implemented through transactions in certain currency-related derivative instruments, such as forward foreign currency exchange contracts, currency futures, currency options, options on currency futures and currency swaps, intended to protect the Portfolio against adverse currency effects and/or to seek active investment opportunities based on the risk and return outlook of different currencies. For example, when the Investment Manager's research indicates that a particular foreign currency offers a lower expected return than the base currency, the Investment Manager may enter into a forward foreign currency exchange contracts to sell an amount of the foreign currency

expected to offer a lower return. Such instruments may also be employed to increase the Portfolio's exposure to a particular currency such that the Portfolio's exposure to that currency exceeds the value of the Portfolio's securities denominated in that currency (including on occasion cases where the Portfolio's investment portfolio includes no securities denominated in that currency) when the Investment Manager's research indicates that that currency is likely to offer an attractive return. The Investment Manager utilizes its in-house models developed specifically for these purposes as well as its fundamental research-based outlook.

Within this currency overlay strategy framework, the Investment Manager will control the Portfolio's currency exposures in order to ensure that stock selection remains the main driver of the Portfolio's investment returns and in order to seek to ensure that the risk arising from those currency exposures is proportionate to the expected return opportunities they offer.

Use of Derivatives

General. The Investment Manager may employ financial derivative instruments for investment, efficient portfolio management and hedging purposes. These financial derivative instruments may include, but are not limited to, "local access products" (such as equity linked certificates, participation notes, and warrants), and securities convertible into common stock, futures, and options on futures on stock indices.

Leverage. The Investment Manager does not expect to utilize bank borrowing in implementing the Portfolio's investment strategy. The expected level of leverage of the Portfolio is estimated to be in the 0% to 50% range of its Net Asset Value. The expected level of leverage is calculated as the sum of the notionals of the financial derivative instruments held by the Portfolio. Pursuant to the CSSF Circular 11/512 dated 30 May 2011, this calculation methodology neither takes into account the fact that a particular financial derivative instrument increases or decreases the Portfolio's investment risks nor permits to net financial derivative instruments with reverse positions. With this methodology, the use of derivatives for hedging purposes will automatically increase the level of leverage. Consequently, shareholders should be aware that a higher level of expected leverage does not automatically imply a higher level of investment risk. In addition, the actual leverage of the Portfolio may deviate from the above mentioned expected level of leverage.

Risk Measurement. The Investment Manager will utilize a Value-at-Risk ("VaR") methodology to monitor the global exposure (market risk) for the Portfolio. The global exposure of the Portfolio is measured by the relative VaR methodology pursuant to which the VaR of the Portfolio may not exceed twice the VaR of a reference benchmark. For these purposes, the Portfolio's reference benchmark is the MSCI AC Asia Pacific ex-Japan Index.

Other Investment Policies

As a temporary defensive measure, or to provide for redemptions, the Portfolio may, without limit, hold cash, cash equivalents, or short-term fixed-income obligations, including money market instruments.

Summary Information

Portfolio Features

Recommended Investment Horizon	Long-term	Order Cut-Off Times	11:00 A.M. Central European Time on each Business Day
Currency of the Portfolio	USD		
Net Asset Value Calculation	Each Business Day	Distributions	None
Net Asset Value Publication	Available at www.abglobal.com		See "Distributions" below.

Share Class Fees and Charges¹

	Initial Sales Charge ²	Management Fee ³	Distribution Fee ⁴	Contingent Deferred Sales Charge ⁵
Class A Shares	Up to 6.25%	1.70%	None	None
Class I Shares ⁷	Up to 1.50%	0.90%	None	None
Class S Shares ⁶	None	None	None	None

1 The Management Company, Administrator, Custodian and Transfer Agent are entitled to receive, out of the assets of the Portfolio, fees as described under "Other Portfolio Information—Management Company, Administrator, Custodian and Transfer Agent Fees" below. The Portfolio also bears all of its other expenses. See "How to Purchase Shares" and "Additional Information—Fees and Expenses" in Section II. The Management Company has voluntarily undertaken, until the Management Company on behalf of the Fund notifies Shareholders to the contrary, that if, in any fiscal year, the aggregate fees and expenses with respect to the following share classes of the Portfolio (including any management fee and all other fees and expenses set out in "Additional Information—Fees and Expenses" in Section II, including Luxembourg *Taxe d'Abonnement* but exclusive of certain other taxes, brokerage (if applicable) and interest on borrowings) exceed the following percentages of the Portfolio's average Net Asset Value for the fiscal year attributable to the Portfolio's share classes as follows: A (2.05%), I (1.25%) and S (0.30%), the Fund may deduct from the payment to be made to the Management Company, or the Management Company will otherwise bear, such excess fees and expenses.

2 As a percentage of purchase price.

3 As an annual percentage of average daily Net Asset Value. With respect to certain share classes, the management fee may also include a component that is paid to distributors or other financial intermediaries and service providers. For further details on the management fee, please refer to "Additional Information—Fees and Expenses" in Section II.

4 As an annual percentage of average daily Net Asset Value.

5 As a percentage of the lesser of the current Net Asset Value or original cost of the Shares being redeemed and based upon the duration that such Shares are held. CDSC Shares may only be purchased through a dealer authorized by the Distributor to offer such shares. Those investors considering an investment in CDSC Shares should speak with their financial advisor for details.

6 Class S shares are reserved for institutional investors that have entered into an agreement with the Management Company and are being charged an investment management fee separately.

7 Available to (i) investors purchasing Shares through Distributors who have separate fee arrangements with such investors, (ii) product structures that purchase the Shares directly, or on behalf of an end investor and assess such investor a fee at the product level, and (iii) other investors at the Management Company's discretion.

Other Share Class Features

	Offered Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg <i>Taxe d'Abonnement</i> ***
Class A Shares	Dollar Euro	\$2,000 €2,000	\$750 €750	None	0.05%
Class I Shares	Dollar Euro	\$1 million** €1 million**	None	None	0.05%
Class S Shares	Dollar Euro	\$25 million** €20 million**	None	None	0.01%

* Does not apply to automatic investment plans, where offered.

** May be waived by the Management Company in its sole discretion.

*** Annual Luxembourg tax payable quarterly by each portfolio.

Other Portfolio Information

Principal Investment Types

For a chart summarizing the principal types of investments used by the Portfolio and a description of securities and other instruments in which the Portfolio may invest, investors should refer to "Investment Types" in Section II beginning on page II-7. The ability of the Portfolio to invest in any securities or instruments is subject to the restrictions in the Portfolio's stated investment objective and policies and the limitations contained in "Investment Restrictions" in Appendix A to Section II.

Risk Profile

The investment restrictions (9) to (13) set forth in Appendix A to Section II will not apply. This Portfolio shall employ instead the Value-at-Risk (VaR) approach.

VaR reports will be produced and monitored on a daily basis based on the following criteria:

- 1 month holding period;
- 99% confidence level;
- stress testing will also be applied on an ad hoc basis.

Investments of the Portfolio are subject to higher risks inherent in equity investments. In general, the value of equity investments may fluctuate, sometimes dramatically, in response to the activities and results of individual companies or because of general market, economic, political and natural conditions that are difficult to predict. Such factors include the possibility of sudden or prolonged market declines and risks associated with individual companies. Historically, equity securities have provided greater long-term returns and have entailed greater short-term risks than other investment choices.

Because the Portfolio will primarily invest in securities of issuers situated in the Asia Pacific ex-Japan region it will be directly affected by volatility in various securities markets in the region, which have experienced periods of dramatic expansion and contraction, and changes in economic and political climate in the region generally.

The Portfolio is subject to market, interest rate and currency fluctuations and to other risks inherent in investing in securities. Therefore, no assurance can be given that the investment objective will be achieved, that invested capital will be preserved, or that capital appreciation will occur. Investment results may vary substantially on a monthly, quarterly or annual basis. An investment in the Portfolio does not represent a complete investment program.

For a chart summarizing the principal risks of the Portfolio and a more detailed discussion of these and other risks applicable to the Portfolio, investors should refer to "Risk Factors" in

Section II.

Profile of the Typical Investor

The Portfolio will suit higher risk-tolerant investors seeking the longer-term rewards of equity investment. Investors are encouraged to consult their independent financial advisors regarding the suitability of Shares of the Portfolio for their investment needs.

Distributions

The Management Company currently does not intend to pay dividends with respect to the Shares. Therefore, any net income and net realized profits attributable to the Shares will be reflected in the respective Net Asset Value of the Shares.

Management Company, Administrator, Custodian and Transfer Agent Fees

For all Shares except class S shares, the Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the Shares equal to 0.05% of average daily Net Asset Value. The Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the class S shares equal to the lesser of \$50,000 or 0.01% of average daily Net Asset Value.

The Administrator fee, Custodian fee and Transfer Agent fee for the Portfolio are paid out of the assets of the Portfolio in accordance with the usual practice in Luxembourg. As of 31 August 2014, the annualized amounts expressed as a percentage of average daily Net Asset Value of the Portfolio of the Administrator fee, Custodian fee and Transfer Agent fee were 0.01%, 0.03% and 0.01%, respectively. These fees may decrease or increase depending on the assets of the Portfolio and transaction volume or for other reasons.

Organizational Expenses

As of 31 August 2012, the unamortized organizational expenses of the Portfolio amounted to \$6,082.

Historical Performance

Information on the historical performance of the Portfolio, once available, may be found in the Portfolio's KIIDs and at www.abglobal.com.

History

The Portfolio was established as a portfolio of the Fund under the name Pacific Ex-Japan Equity Portfolio on 25 August 2010. On 1 March 2013, the investment objective and policies of the Portfolio were amended and the Portfolio was renamed Asia Pacific Ex-Japan Equity Portfolio.

AllianceBernstein—Japan Strategic Value Portfolio

Investment Objective and Policies

Investment Objective

The investment objective of the Portfolio is long-term capital growth by investing in a portfolio of equity securities of Japanese companies that are determined by the Investment Manager to be undervalued. For these purposes, a "Japanese company" is a company that (i) is domiciled or organized in Japan, or (ii) is established and conducting business in Japan or (iii) carries out the preponderant part of its economic activities in Japan.

Description of Investment Discipline and Process

The Investment Manager believes that, over time, a company's stock price will come to reflect its intrinsic economic value. The Investment Manager's fundamental value approach to equity investing generally defines value by reference to the relationship between a security's current price and its intrinsic economic value as measured by long-term earnings prospects. This approach seeks to identify, in the first instance, a universe of Japanese securities that are considered to be undervalued because they are attractively priced relative to their future earnings power. Accordingly, forecasting corporate earnings and dividend-paying capability is the heart of the fundamental value approach.

Under normal market conditions the Portfolio will invest in a portfolio of approximately 30-50 companies.

The Investment Manager's value analysis depends heavily upon its large internal research staff and fundamental company and industry research. The Investment Manager's analysts are organized into global industry teams rather than by geography or asset class, since companies around the world within an industry tend to share similar profit and market dynamics. Company and industry analysts research Japanese companies, which are screened by a proprietary quantitative return model, to forecast earnings, cash flow, and balance sheet strength for the companies for each of the next five years. If a company has many business lines, the analysts conduct this exercise for each in order to build a composite forecast for the company based in part on present and future determinants of demand for any company's products or services. These analysts also evaluate pricing strategies used by companies when competing for market share. Finally, an evaluation of the management and the financial ability of each company to implement its corporate strategy supplement the analysis.

The Investment Manager seeks undervalued securities based on the disparity between a company's intrinsic economic value and its stock price, with companies having the greatest disparities being considered the most undervalued.

The Investment Manager considers aggregate portfolio characteristics when deciding how much of each security to purchase for the Portfolio. The Investment Manager's quantitative analysts build valuation and risk models to ensure that the portfolio is constructed to obtain an effective balance of risk and return. By evaluating overall sector concentration, degree of undervaluation and other subtle similarities among investments, the Investment Manager seeks to minimize overall Portfolio volatility by favoring those attractive securities that also tend to diversify the Portfolio's risk.

A disparity between a company's current stock price and the assessment of intrinsic value can arise, at least in part, as a result of adverse, short-term market reactions to recent events or trends. In order to reduce the risk that an undervalued security will be purchased before such an adverse market reaction has run its course, the

Investment Manager also monitors analysts' earnings estimate revisions and relative return trends (also called "price momentum") so as to better time new purchases and sales of securities.

Other Investment Policies

As a temporary defensive measure, or to provide for redemptions, the Portfolio may, without limit, hold cash, cash equivalents, or short-term fixed-income obligations, including money market instruments.

The Portfolio may invest up to 10% of its net assets in securities for which there is no ready market. See paragraph (5) of "Investment Restrictions" in Appendix A to Section II. The Portfolio may therefore not be readily able to sell such securities. Moreover, there may be contractual restrictions on the resale of such securities.

The Investment Manager expects that at any time at least 80% of the Portfolio's total assets will be invested in equity securities of Japanese companies, and in no case will the amount of the Portfolio's total assets invested in such securities be less than two-thirds of the Portfolio's total assets.

Efficient portfolio management and hedging techniques may include use of exchange-traded and OTC derivative instruments, including swaps, options, futures and currency transactions.

Currency Hedged Share Classes

One or more of the Portfolio's share classes offered in a particular currency (each, an "Offered Currency") may be hedged to such Offered Currency. Any such share class will constitute a "Currency Hedged Share Class." Currency Hedged Share Classes aim to provide investors a return more closely correlated to the Portfolio's base currency return by reducing the effect of exchange rate fluctuations between the Portfolio's base currency (*i.e.*, Yen) and the relevant Offered Currency, taking into account practical considerations such as transaction costs. The hedging strategy employed is designed to reduce, but may not eliminate, currency exposure between the Portfolio's base currency and the Offered Currency.

Currency Hedged Share Classes do not affect the investment management of the Portfolio's underlying assets since it is only the net asset value (NAV) of the Currency Hedged Share Classes, not the Portfolio's underlying assets, which is hedged to the Offered Currency. Expenses incurred as a result of such hedging activity will be borne by the Currency Hedged Share Class in relation to which such expenses are incurred.

For additional information on share class hedging, see "How to Purchase Shares—Currency Hedged Share Classes" in Section II.

Leverage. The Investment Manager does not expect to utilize bank borrowing in implementing the Portfolio's investment strategy. The expected level of leverage of the Portfolio is estimated to be in the 0% to 50% range of its Net Asset Value. The expected level of leverage is calculated as the sum of the notionals of the financial derivative instruments held by the Portfolio. Pursuant to the CSSF Circular 11/512 dated 30 May 2011, this calculation methodology neither takes into account the fact that a particular financial derivative instrument increases or decreases the Portfolio's investment risks nor permits to net financial derivative instruments

with reverse positions. Shareholders should be aware that (i) a higher level of expected leverage does not automatically imply a higher level of investment risk and (ii) the expected level of leverage disclosed above is mainly generated by the use of derivatives for hedging purposes or for efficient portfolio management. In addition, the actual leverage of the Portfolio may deviate from the above mentioned expected level of leverage.

Risk Measurement. The Investment Manager will utilize a Value-at-Risk (“VaR”) methodology to monitor the global exposure (market risk) for the Portfolio. The global exposure of the Portfolio is measured by the relative VaR methodology pursuant to which the VaR of the Portfolio may not exceed twice the VaR of a reference benchmark. For these purposes, the Portfolio’s reference benchmark is the TOPIX Index (Tokyo).

Summary Information

Portfolio Features

Recommended Investment Horizon	Long-term	Distributions*	For class A, B, C, I, S, S1 and 2 shares None For class AD, BD and SD shares To be declared and payable monthly See "Distributions" below. *Includes Hedged Share Classes
Currency of the Portfolio	Yen		
Net Asset Value Calculation	Each Business Day	Order Cut-Off Time	6:00 P.M. Central European Time on each Business Day
Net Asset Value Publication	Investors should contact the Management Company for current Net Asset Value	Redemptions	Payment of the redemption proceeds (the redemption price less any applicable contingent deferred sales charge) will be made by the Custodian or its agents usually within four Business Days. For further details on redemptions, please refer to "How to Redeem Shares" in Section II.
Class Name	H means Currency Hedged Share Classes. For additional information on share class hedging, see "How to Purchase Shares—Currency Hedged Share Classes" and "Risk Factors -- Currency Hedged Share Class Risk" in Section II.		

Share Class Fees and Charges¹

	Initial Sales Charge ³	Management Fee ⁴	Distribution Fee ⁵	Contingent Deferred Sales Charge ⁶
JPY-Denominated Share Classes				
Class A Shares	Up to 6.25%	1.50%	None	None
Class AD Shares	Up to 6.25%	1.50%	None	None
Class B Shares ²	None	1.50%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class BD Shares ²	None	1.50%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class C Shares	None	1.95%	None	0—1 year held=1.0% thereafter 0%
Class I Shares ⁸	Up to 1.50%	0.70%	None	None
Class S Shares ⁷	None	None	None	None
Class S1 Shares	None	0.65%	None	None
Class SD Shares ⁷	None	None	None	None
Class 2 Shares	None	1.20%	None	None
EUR Hedged Share Classes				
Class A EUR H Shares	Up to 6.25%	1.50%	None	None
Class B EUR H Shares ²	None	1.50%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class C EUR H Shares	None	1.95%	None	0—1 year held=1.0% thereafter 0%
Class I EUR H Shares ⁸	Up to 1.50%	0.70%	None	None

Class S EUR H Shares ⁷	None	None	None	None
Class S1 EUR H Shares	None	0.65%	None	None
USD Hedged Share Classes				
Class A USD H Shares	Up to 6.25%	1.50%	None	None
Class AD USD H Shares	Up to 6.25%	1.50%	None	None
Class BD USD H Shares ²	None	1.50%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class I USD H Shares ⁸	Up to 1.50%	0.70%	None	None
Class S USD H Shares ⁷	None	None	None	None
Class S1 USD H Shares	None	0.65%	None	None
AUD Hedged Share Classes				
Class A AUD H Shares	Up to 6.25%	1.50%	None	None
Class AD AUD H Shares	Up to 6.25%	1.50%	None	None
Class B AUD H Shares ²	None	1.50%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
Class BD AUD H Shares ²	None	1.50%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
NZD Hedged Share Classes				
Class A NZD H Shares	Up to 6.25%	1.50%	None	None
Class AD NZD H Shares	Up to 6.25%	1.50%	None	None
Class B NZD H Shares ²	None	1.50%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%
SGD Hedged Share Classes				
Class A SGD H Shares	Up to 6.25%	1.50%	None	None
Class AD SGD H Shares	Up to 6.25%	1.50%	None	None
Class I SGD H Shares ⁸	Up to 1.50%	0.70%	None	None
ZAR Hedged Share Classes				
Class AD ZAR H Shares	Up to 6.25%	1.50%	None	None
Class BD ZAR H Shares ²	None	1.50%	1.00%	0–1 year held=4.0% 1–2 yrs=3.0% 2–3 yrs=2.0% 3–4 yrs=1.0% 4+ yrs=0%

1 The Management Company, Administrator, Custodian and Transfer Agent are entitled to receive, out of the assets of the Portfolio, fees as described under "Other Portfolio Information—Management Company, Administrator, Custodian and Transfer Agent Fees" below. The Portfolio also bears all of its other expenses. See "How to Purchase Shares" and "Additional Information—Fees and Expenses" in Section II. The Management Company has voluntarily undertaken, until the Management Company on behalf of the Fund notifies Shareholders to the contrary, that if, in any fiscal year, the aggregate fees and expenses with respect to the following share classes of the Portfolio (including any management fee and all other fees and expenses set out in "Additional Information—Fees and Expenses" in Section II, including Luxembourg *Taxe d'Abonnement* but exclusive of certain other taxes, brokerage (if applicable) and interest on borrowings) exceed the following percentages of the Portfolio's average Net Asset Value for the fiscal year

attributable to the Portfolio's share classes (and corresponding H shares) as follows: A (2.15%), AD (2.15%), B (3.15%), BD (3.15%), C (2.60%), I (1.35%), S (0.15%), S1 (0.80%), SD (0.15%), and 2 (1.35%), the Fund may deduct from the payment to be made to the Management Company, or the Management Company will otherwise bear, such excess fees and expenses.

2 After six years from the date of purchase, class B or BD Shareholders will have the right to request a conversion to class A or AD shares, respectively, without charge from either the Fund or the Management Company. For further details on the conversion right, please refer to "How to Exchange or Convert Shares—Conversion of CDSC Shares" in Section II of the Prospectus.

3 As a percentage of purchase price.

- 4 As an annual percentage of average daily Net Asset Value. With respect to certain share classes, the management fee may also include a component that is paid to distributors or other financial intermediaries and service providers. For further details on the management fee, please refer to "Additional Information—Fees and Expenses" in Section II.
- 5 As an annual percentage of average daily Net Asset Value.
- 6 As a percentage of the lesser of the current Net Asset Value or original cost of the Shares being redeemed and based upon the duration that such Shares are held. CDSC Shares may only be purchased through a dealer authorized by the Distributor to offer such shares. Those investors considering an investment in CDSC Shares should speak with their financial advisor for details. With

- respect to class C shares (and corresponding H shares), a dealer may elect to waive the contingent deferred sales charge in certain circumstances.
- 7 Class S and SD shares are reserved for institutional investors that have entered into an agreement with the Management Company and are being charged an investment management fee separately.
- 8 Available to (i) investors purchasing Shares through Distributors who have separate fee arrangements with such investors, (ii) product structures that purchase the Shares directly, or on behalf of an end investor and assess such investor a fee at the product level, and (iii) other investors at the Management Company's discretion.

Other Share Class Features

	Offered Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg <i>Taxe d'Abonnement</i> ***
JPY-Denominated Share Classes					
Class A Shares	Yen	¥200,000	¥80,000	None	0.05%
	Dollar	\$2,000	\$750		
	Euro	€2,000	€750		
	SGD	S\$3,000	S\$1,000		
Class AD Shares	Yen	¥200,000	¥80,000	None	0.05%
	HKD	HK\$15,000	HK\$5,000		
Class B Shares	Yen	¥200,000	¥80,000	¥28 million	
	Dollar	\$2,000	\$750	\$250,000	0.05%
	Euro	€2,000	€750	€250,000	
	SGD	S\$3,000	S\$1,000	S\$350,000	
Class BD Shares	Yen	¥200,000	¥80,000	¥28 million	
	HKD	HK\$15,000	HK\$5,000	HK\$2 million	0.05%
Class C Shares	Yen	¥200,000	¥80,000		
	Dollar	\$2,000	\$750	None	0.05%
	Euro	€2,000	€750		
	SGD	S\$3,000	S\$1,000		
Class I Shares	Yen	¥100 million**			
	Dollar	\$1 million**			
	Euro	€1 million**	None	None	0.05%
	SGD	S\$1.5 million**			
Class S Shares	Yen	¥2.5 billion**			
	Dollar	\$25 million**	None	None	0.01%
	Euro	€20 million**			
Class S1 Shares	Yen	¥2.5 billion**			
	Dollar	\$25 million**	None	None	0.01%
	Euro	€20 million**			
Class SD Shares	Yen	¥2.5 billion**	None	None	0.01%
	Yen	¥400 million**			
Class 2 Shares	Dollar	\$3.5 million**	None	None	0.05%
	Euro	€3 million**			
	Hedged Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg <i>Taxe d'Abonnement</i> ***
EUR Hedged Share Classes					
Class A EUR H Shares	Euro	€2,000	€750	None	0.05%
Class B EUR H Shares	Euro	€2,000	€750	€250,000	0.05%
Class C EUR H Shares	Euro	€2,000	€750	None	0.05%
Class I EUR H Shares	Euro	€1 million**	None	None	0.05%
Class S EUR H Shares	Euro	€20 million**	None	None	0.01%
Class S1 EUR H Shares	Euro	€20 million**	None	None	0.01%
USD Hedged Share Classes					
Class A USD H Shares	Dollar	\$2,000	\$750	None	0.05%
Class AD USD H Shares	Dollar	\$2,000	\$750	None	0.05%
Class BD USD H Shares	Dollar	\$2,000	\$750	\$250,000	0.05%
Class I USD H Shares	Dollar	\$1 million**	None	None	0.05%
Class S USD H Shares	Dollar	\$25 million**	None	None	0.01%
Class S1 USD H Shares	Dollar	\$25 million**	None	None	0.01%

AUD Hedged Share Classes					
Class A AUD H Shares	AUD	A\$2,000	A\$750	None	0.05%
Class AD AUD H Shares	AUD	A\$2,000	A\$750	None	0.05%
Class B AUD H Shares	AUD	A\$2,000	A\$750	A\$250,000	0.05%
Class BD AUD H Shares	AUD	A\$2,000	A\$750	A\$250,000	0.05%
NZD Hedged Share Classes					
Class A NZD H Shares	NZD	NZ\$3,000	NZ\$1,000	None	0.05%
Class AD NZD H Shares	NZD	NZ\$3,000	NZ\$1,000	None	0.05%
Class B NZD H Shares	NZD	NZ\$3,000	NZ\$1,000	NZ\$400,000	0.05%
SGD Hedged Share Classes					
Class A SGD H Shares	SGD	S\$3,000	S\$1,000	None	0.05%
Class AD SGD H Shares	SGD	S\$3,000	S\$1,000	None	0.05%
Class I SGD H Shares	SGD	S\$1.5 million**	None	None	0.05%
ZAR Hedged Share Classes					
Class AD ZAR H Shares	ZAR	ZAR 20,000	ZAR 7,000	None	0.05%
Class BD ZAR H Shares	ZAR	ZAR 20,000	ZAR 7,000	ZAR 2.5 million	0.05%

* Does not apply to automatic investment plans, where offered.

** May be waived by the Management Company in its sole discretion.

*** Annual Luxembourg tax payable quarterly by each portfolio.

Other Portfolio Information

Principal Investment Types

For a chart summarizing the principal types of investments used by the Portfolio and a description of securities and other instruments in which the Portfolio may invest, investors should refer to "Investment Types" in Section II beginning on page II-7. The ability of the Portfolio to invest in any securities or instruments is subject to the restrictions in the Portfolio's stated investment objective and policies and the limitations contained in "Investment Restrictions" in Appendix A to Section II.

Risk Profile

Investments of the Portfolio are subject to higher risks inherent in equity investments. In general, the value of equity investments may fluctuate, sometimes dramatically, in response to the activities and results of individual companies or because of general market, economic, political and natural conditions that are difficult to predict. Such factors include the possibility of sudden or prolonged market declines and risks associated with individual companies. Historically, equity securities have provided greater long-term returns and have entailed greater short-term risks than other investment choices.

Because the Portfolio will primarily invest in securities of issuers situated in Japan it will be directly affected by volatility in Japanese securities markets, which have experienced periods of dramatic expansion and contraction, and changes in economic and political climate in Japan generally.

The Portfolio is subject to market, interest rate and currency fluctuations and to other risks inherent in investing in securities. Therefore, no assurance can be given that the investment objective will be achieved, that invested capital will be preserved, or that capital appreciation will occur. Investment results may vary substantially on a monthly, quarterly or annual basis. An investment in the Portfolio does not represent a complete investment program.

For a chart summarizing the principal risks of the Portfolio and a more detailed discussion of these and other risks applicable to the Portfolio, investors should refer to "Risk Factors" in Section II.

Profile of the Typical Investor

The Portfolio will suit higher risk-tolerant investors seeking the longer-term rewards of equity investment. Investors are encouraged to consult their independent financial advisors regarding the suitability of Shares of the Portfolio for their investment needs.

Distributions

For class A, B, C, I, S, S1 and 2 shares (and corresponding H shares), the Management Company currently does not intend to pay distributions with respect to the Shares. Therefore, any net income

and net realized profits attributable to the Shares will be reflected in the respective Net Asset Value of the Shares.

For class AD, BD and SD shares (and corresponding H shares), the Management Company intends to declare and pay monthly distributions. The Management Company intends to maintain a stable distribution rate per share for such share classes, and therefore distributions may come from gross income (before reduction for fees and expenses), realized and unrealized gains and capital attributable to the relevant class. Distributions in excess of net income (gross income less fees and expenses) may represent a return of the investor's original investment amount and as such may result in a decrease in the NAV per share for the relevant class.

The Management Company in its discretion also may determine if and to what extent distributions paid include realized capital gains and/or are paid out of capital attributable to the relevant class of Shares. Distributions may be automatically reinvested at the election of the Shareholder.

Management Company, Administrator, Custodian and Transfer Agent Fees

For all Shares (and corresponding H shares) except class S, S1 shares and SD (and corresponding H shares), the Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the Shares equal to 0.05% of average daily Net Asset Value. The Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the class S, S1 shares and SD (and corresponding H shares) equal to the lesser of \$50,000 or 0.01% of average daily Net Asset Value.

The Administrator fee, Custodian fee and Transfer Agent fee for the Portfolio are paid out of the assets of the Portfolio in accordance with the usual practice in Luxembourg. As of 31 August 2014, the annualized amounts expressed as a percentage of average daily Net Asset Value of the Portfolio of the Administrator fee, Custodian fee and Transfer Agent fee were 0.02%, 0.02% and 0.06%, respectively. These fees may decrease or increase depending on the assets of the Portfolio and transaction volume or for other reasons.

Organizational Expenses

The Portfolio has no unamortized organizational expenses.

Historical Performance

Information on the historical performance of the Portfolio, once available, may be found in the Portfolio's KIIDs and at www.abglobal.com.

History

The Portfolio was established as a portfolio of the Fund on 15 December 2005.

AllianceBernstein—China Opportunity Portfolio

Investment Objective and Policies

Investment Objective

The Portfolio's investment objective is to achieve long-term capital appreciation.

Description of Investment Discipline and Process

The Portfolio will seek to achieve its investment objective by investing at least 80% of its total assets in securities which provide exposure to China companies. For these purposes, "China" includes the People's Republic of China and the Hong Kong Special Administrative Region, and a "China company" is a company that meets any of the following criteria: (i) is domiciled or organized in China; (ii) is established and conducting business in China; (iii) conducts a significant part of its economic activities in China; or (iv) has business activities that are meaningfully impacted by economic developments in China.

The Portfolio may invest in any China company, industry sector and type of security with the potential for capital appreciation. When selecting securities, the Investment Manager considers the economic and political outlook, the values of specific securities relative to other investments, trends in the determinants of corporate profits and management capability and practices.

In addition, the Investment Manager may select undervalued securities based on the disparity between a company's intrinsic economic value and its stock price, with companies having the greatest disparities being considered the most undervalued.

The Portfolio is not restricted in the portion of its assets that may be invested in securities denominated in a particular currency, and a substantial portion of the Portfolio's assets are expected to be invested in non-Dollar denominated securities.

Other Investment Policies

As a temporary defensive measure, or to provide for redemptions, the Portfolio may, without limit, hold cash, cash equivalents, or short-term fixed-income obligations, including money market instruments.

The Portfolio may invest up to 10% of its net assets in securities for which there is no ready market. See paragraph (5) of "Investment Restrictions" in Appendix A to Section II. The Portfolio may therefore not be readily able to sell such securities. Moreover, there may be contractual restrictions on the resale of such securities.

Financial Derivative Instruments

The Portfolio may use derivatives for hedging, efficient portfolio management, or other risk management purposes. Such financial derivative instruments may include, but are not limited to, exchange traded and OTC derivatives such as swaps, options, futures, index futures and currency transactions (including forward currency contracts).

Leverage

The Investment Manager does not expect to utilize bank borrowing in implementing the Portfolio's investment strategy. The expected level of leverage of the Portfolio is estimated to be in the 0% to 50% range of its Net Asset Value. The expected level of leverage is calculated as the sum of the notional of the financial derivative instruments held by the Portfolio. Pursuant to the CSSF Circular 11/512 dated 30 May 2011, this calculation methodology neither takes into account the fact that a particular financial derivative instrument increases or decreases the Portfolio's investment risks nor permits to net financial derivative instruments with reverse positions. Shareholders should be aware that

(i) a higher level of expected leverage does not automatically imply a higher level of investment risk and (ii) the expected level of leverage disclosed above is mainly generated by the use of derivatives for hedging purposes or for efficient portfolio management. In addition, the actual leverage of the Portfolio may deviate from the above mentioned expected level of leverage

Risk Measurement

The Investment Manager will utilize a Value-at-Risk ("VaR") methodology to monitor the global exposure (market risk) for the Portfolio. The global exposure of the Portfolio is measured by the relative VaR methodology pursuant to which the VaR of the Portfolio may not exceed twice the VaR of a reference benchmark. For these purposes, the Portfolio's reference benchmark is MSCI China Index.

Currency Hedged Share Classes

One or more of the Portfolio's share classes offered in a particular currency (each, an "Offered Currency") may be hedged to such Offered Currency. Any such share class will constitute a "Currency Hedged Share Class." Currency Hedged Share Classes aim to provide investors a return more closely correlated to the Portfolio's base currency return by reducing the effect of exchange rate fluctuations between the Portfolio's base currency (*i.e.*, Dollar) and the relevant Offered Currency, taking into account practical considerations such as transaction costs. The hedging strategy employed is designed to reduce, but may not eliminate, currency exposure between the Portfolio's base currency and the Offered Currency.

Currency Hedged Share Classes do not affect the investment management of the Portfolio's underlying assets since it is only the net asset value (NAV) of the Currency Hedged Share Classes, not the Portfolio's underlying assets, which is hedged to the Offered Currency. Expenses incurred as a result of such hedging activity will be borne by the Currency Hedged Share Class in relation to which such expenses are incurred.

For additional information on share class hedging, see "How to Purchase Shares—Currency Hedged Share Classes" in Section II.

Risk Factors linked to RMB Hedged Share Classes. Since 2005, the RMB exchange rate is no longer pegged to the U.S. dollar. RMB has now moved to a managed floating exchange rate based on market supply and demand with reference to a basket of foreign currencies. The daily trading price of the RMB against other major currencies in the inter-bank foreign exchange market is allowed to float within a narrow band around the central parity published by the People's Bank of China. RMB convertibility from offshore RMB (CNH) to onshore RMB (CNY) is a managed currency process subject to foreign exchange control policies of and repatriation restrictions imposed by the Chinese government in coordination with the Hong Kong Monetary Authority (HKMA). The value of CNH could differ, perhaps significantly, from that of CNY due to a number of factors including without limitation those foreign exchange control policies and repatriation restrictions pursued by the Chinese government from time-to-time as well as other external market forces.

Since 2005, foreign exchange control policies pursued by the Chinese government have resulted in the general appreciation of

RMB (both CNH and CNY). This appreciation may or may not continue and there can be no assurance that RMB will not be subject to devaluation at some point. Any devaluation of RMB could adversely affect the value of investors' investments in the RMB H shares.

The RMB H shares participate in the offshore RMB (CNH) market, which allows investors to freely transact CNH outside of mainland China with approved banks in the Hong Kong market (HKMA approved banks). The RMB H shares will have no requirement to remit CNH to onshore RMB (CNY).

Summary Information

Portfolio Features

Recommended Investment Horizon	Long-term	Distributions*	<i>For class A, B, C, I, S and S1 shares</i> None.
Currency of the Portfolio	USD		<i>For class AD and BD shares</i> To be declared and payable monthly.
Net Asset Value Calculation	Each Business Day		See "Distributions" below.
Net Asset Value Publication	Available at www.abglobal.com		
Class Names	H means Currency Hedged Share Classes. For additional information on share class hedging, see "How to Purchase Shares—Currency Hedged Share Classes" and "Risk Factors -- Currency Hedged Share Class Risk" in Section II.		*Includes Hedged Share Classes
Order Cut-Off Times	<p><i>For USD-Denominated Share Classes</i> 4:00 P.M. U.S. Eastern Time on each Business Day</p> <p><i>For Currency Hedged Share Classes (except RMB Hedged Share Classes)</i> 6:00 P.M. Central European Time on each Business Day</p> <p><i>For RMB Hedged Share Classes</i> 12:00 P.M. Hong Kong Time on each Business Day (until February 26, 2015) 1:00 P.M. Central European Time on each Business Day (as of February 27, 2015)</p>		

Share Class Fees and Charges¹

	Initial Sales Charge ³	Management Fee ⁴	Distribution Fee ⁵	Contingent Deferred Sales Charge ⁶
USD-Denominated Share Classes				
Class A and AD Shares	Up to 6.25%	2.00% 1.70%	None	None
Class B and BD Shares ²	None	2.00% 1.70%	1.00%	0-1 year = 4.0% 1-2 years = 3.0% 2-3 years = 2.0% 3-4 years = 1.0% 4+ years = 0%
Class C Shares	None	2.45% 2.15%	None	0-1 year held=1.0% thereafter 0%
Class I Shares ⁸	Up to 1.50%	1.20% 0.90%	None	None
Class S Shares ⁷	None	None	None	None
Class S1 Shares	None	0.90%	None	None
EUR Hedged Share Classes				
Class AD EUR H Shares	Up to 6.25%	2.00% 1.70%	None	None
Class BD EUR H Shares ²	None	2.00% 1.70%	1.00%	0-1 year held=4.0% 1-2 years=3.0% 2-3 years=2.0% 3-4 years=1.0% 4+ years=0%
AUD Hedged Share Classes				
Class AD AUD H Shares	Up to 6.25%	2.00% 1.70%	None	None

Class BD AUD H Shares ²	None	2.00% 1.70%	1.00%	0–1 year held=4.0% 1–2 years=3.0% 2–3 years=2.0% 3–4 years=1.0% 4+ years=0%
CAD Hedged Share Classes				
Class AD CAD H Shares	Up to 6.25%	2.00% 1.70%	None	None
Class BD CAD H Shares ²	None	2.00% 1.70%	1.00%	0–1 year held=4.0% 1–2 years=3.0% 2–3 years=2.0% 3–4 years=1.0% 4+ years=0%
GBP Hedged Share Classes				
Class AD GBP H Shares	Up to 6.25%	2.00% 1.70%	None	None
Class BD GBP H Shares ²	None	2.00% 1.70%	1.00%	0–1 year held=4.0% 1–2 years=3.0% 2–3 years=2.0% 3–4 years=1.0% 4+ years=0%
SGD Hedged Share Classes				
Class AD SGD H Shares	Up to 6.25%	2.00% 1.70%	None	None
NZD Hedged Share Classes				
Class AD NZD H Shares	Up to 6.25%	2.00% 1.70%	None	None
Class BD NZD H Shares ²	None	2.00% 1.70%	1.00%	0–1 year held=4.0% 1–2 years=3.0% 2–3 years=2.0% 3–4 years=1.0% 4+ years=0%
RMB* Hedged Share Classes				
Class AD RMB H Shares	Up to 6.25%	2.00% 1.70%	None	None
Class BD RMB H Shares ²	None	2.00% 1.70%	1.00%	0–1 year held=4.0% 1–2 years=3.0% 2–3 years=2.0% 3–4 years=1.0% 4+ years=0%
ZAR Hedged Share Classes				
Class AD ZAR H Shares	Up to 6.25%	2.00% 1.70%	None	None
Class BD ZAR H Shares ²	None	2.00% 1.70%	1.00%	0–1 year held=4.0% 1–2 years=3.0% 2–3 years=2.0% 3–4 years=1.0% 4+ years=0%

1 The Management Company, Administrator, Custodian and Transfer Agent are entitled to receive, out of the assets of the Portfolio, fees as described under "Other Portfolio Information—Management Company, Administrator, Custodian and Transfer Agent Fees" below. The Portfolio also bears all of its other expenses. See "How to Purchase Shares" and "Additional Information—Fees and Expenses" in Section II. The Management Company has voluntarily undertaken, until the Management Company on behalf of the Fund notifies Shareholders to the contrary, that if, in any fiscal year, the aggregate fees and expenses with respect to the following share classes of the Portfolio (including any management fee and all other fees and expenses set out in "Additional Information—Fees and Expenses" in Section II, including Luxembourg *Taxe d'Abonnement* but exclusive of certain other taxes, brokerage (if applicable) and interest on borrowings) exceed the following percentages of the Portfolio's average Net Asset Value for the fiscal year attributable to the Portfolio's share classes (and corresponding H shares) as follows: A (2.95%), AD (2.95%), B (3.95%), BD (3.95%), C (3.40%), I (2.15%), S (0.50%) and S1 (1.50%), the Fund may deduct from the payment to be made to the Management Company, or the Management Company will otherwise bear, such excess fees and expenses.

2 After six years from the date of purchase, class B or BD Shareholders will have the right to request a conversion to class A or AD shares, respectively, without charge from either the Fund or the Management Company. For further details on the conversion right, please refer to "How to Exchange or Convert Shares—Conversion of CDSC Shares" in Section II of the Prospectus.

3 As a percentage of purchase price.

4 As an annual percentage of average daily Net Asset Value. With respect to certain share classes, the management fee may also include a component that is paid to distributors or other financial intermediaries and service providers. For further details on the management fee, please refer to "Additional Information—Fees and Expenses" in Section II. For all Shares (and corresponding H shares) except class S and S1 shares, consecutive fee levels listed apply with respect to (1) the first \$300,000,000 of the net assets of the Portfolio and (2) the amount of the net assets of the Portfolio over \$300,000,000.

5 As an annual percentage of average daily Net Asset Value.

6 As a percentage of the lesser of the current Net Asset Value or original cost of the Shares being redeemed and based upon the duration that such Shares are held. CDSC Shares may only be purchased through a dealer

authorized by the Distributor to offer such shares. Those investors considering an investment in CDSC Shares should speak with their financial advisor for details. With respect to class C shares, a dealer may elect to waive the contingent deferred sales charge in certain circumstances.

- 7 Class S shares are reserved for institutional investors that have entered into an agreement with the Management Company and are being charged an investment management fee separately.

- 8 Available to (i) investors purchasing Shares through Distributors who have separate fee arrangements with such investors, (ii) product structures that purchase the Shares directly, or on behalf of an end investor and assess such investor a fee at the product level, and (iii) other investors at the Management Company's discretion.

* "RMB" refers to offshore RMB ("CNH") and not onshore RMB known as CNY

Other Share Class Features

	Offered Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg Taxe d'Abonnement***
USD-Denominated Share Classes					
Class A and AD Shares	Dollar	\$2,000	\$750	None	0.05%
	Euro (class A)	€2,000	€750		
	SGD (class A)	S\$3,000	S\$1,000		
	HKD	HK\$15,000	HK\$5,000		
Class B and BD Shares	Dollar	\$2,000	\$750	\$250,000	0.05%
	Euro (class B)	€2,000	€750	€250,000	
	SGD (class B)	S\$3,000	S\$1,000	S\$350,000	
	HKD	HK\$15,000	HK\$5,000	HK\$2,000,000	
Class C Shares	Dollar	\$2,000	\$750	None	0.05%
	Euro	€2,000	€750		
	SGD	S\$3,000	S\$1,000		
Class I Shares	Dollar	\$1 million**	None	None	0.05%
	Euro	€1 million**			
Class S Shares	Dollar	\$25 million**	None	None	0.01%
	Euro	€20 million**			
Class S1 Shares	Dollar	\$25 million**	None	None	0.01%
	Euro	€20 million**			
	Hedged Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg Taxe d'Abonnement***
EUR Hedged Share Classes					
Class AD EUR H Shares	Euro	€2,000	€750	None	0.05%
Class BD EUR H Shares	Euro	€2,000	€750	€250,000	0.05%
AUD Hedged Share Classes					
Class AD AUD H Shares	AUD	A\$2,000	A\$750	None	0.05%
Class BD AUD H Shares	AUD	A\$2,000	A\$750	A\$250,000	0.05%
CAD Hedged Share Classes					
Class AD CAD H Shares	CAD	C\$2,000	C\$750	None	0.05%
Class BD CAD H Shares	CAD	C\$2,000	C\$750	C\$250,000	0.05%
GBP Hedged Share Classes					
Class AD GBP H Shares	GBP	£2,000	£750	None	0.05%
Class BD GBP H Shares	GBP	£2,000	£750	£250,000	0.05%
SGD Hedged Share Classes					
Class AD SGD H Shares	SGD	S\$3,000	S\$1,000	None	0.05%
NZD Hedged Share Classes					
Class AD NZD H Shares	NZD	NZ\$3,000	NZ\$1,000	None	0.05%
Class BD NZD H Shares	NZD	NZ\$3,000	NZ\$1,000	NZ\$400,000	0.05%
RMB Hedged Share Classes					
Class AD RMB H Shares	RMB	RMB 10,000	RMB 3,750	None	0.05%
Class BD RMB H Shares	RMB	RMB 10,000	RMB 3,750	RMB 1,250,000	0.05%

ZAR Hedged Share Classes

Class AD ZAR H Shares	ZAR	ZAR 20,000	ZAR 7,000	None	0.05%
Class BD ZAR H Shares	ZAR	ZAR 20,000	ZAR 7,000	ZAR 2,500,000	0.05%

* Does not apply to automatic investment plans, where offered.

** May be waived by the Management Company in its sole discretion.

*** Annual Luxembourg tax payable quarterly by each portfolio.

Other Portfolio Information

Principal Investment Types

For a chart summarizing the principal types of investments used by the Portfolio and a description of securities and other instruments in which the Portfolio may invest, investors should refer to "Investment Types" in Section II beginning on page II-7. The ability of the Portfolio to invest in any securities or instruments is subject to the restrictions in the Portfolio's stated investment objective and policies and the limitations contained in "Investment Restrictions" in Appendix A to Section II.

Risk Profile

The Portfolio may make use of financial derivatives. The investment restrictions (9) to (13) set forth in Appendix A to Section II will not apply. This Portfolio shall employ instead the Value-at-Risk (VaR) approach. The VaR approach takes into account the current value of the underlying assets, the counterparty risk, foreseeable market movements and the time available to liquidate the positions in the Portfolio to give an estimate of the level of potential loss on a portfolio.

VaR reports will be produced and monitored on a daily basis based on the following criteria:

- 1 month holding period;
- 99% confidence level;
- stress testing will also be applied on an ad hoc basis.

Because the Portfolio will primarily invest in securities of issuers situated in China, it will be directly affected by volatility in securities markets in China, which have experienced periods of dramatic expansion and contraction, and changes in the economic and political climate in China generally.

The Portfolio is subject to market, interest rate and currency fluctuations and to other risks inherent in investing in securities. Therefore, no assurance can be given that the investment objective will be achieved, that invested capital will be preserved, or that capital appreciation will occur. Investment results may vary substantially on a monthly, quarterly or annual basis. An investment in the Portfolio does not represent a complete investment program.

For a chart summarizing the principal risks of the Portfolio and a more detailed discussion of these and other risks applicable to the Portfolio, investors should refer to "Risk Factors" in Section II.

Profile of the Typical Investor

The Portfolio will suit higher risk-tolerant investors seeking the longer-term rewards of equity investment. Investors are encouraged to consult their independent financial advisors regarding the suitability of Shares of the Portfolio for their investment needs.

Distributions

For class A, B, C, I, S and S1 shares, the Management Company currently does not intend to pay dividends with respect to the Shares. Therefore, any net income and net realized profits attributable to such Shares will be reflected in the respective Net Asset Value of such Shares.

For class AD and BD shares (and corresponding H shares), the Management Company intends to declare and pay monthly distributions. The Management Company intends to maintain a stable distribution rate per share for such share classes, and therefore distributions may come from gross income (before reduction for fees and expenses), realized and unrealized gains and capital attributable to the relevant class. Distributions in excess of net income (gross income less fees and expenses) may represent a return of the investor's original investment amount and as such may result in a decrease in the NAV per share for the relevant class.

The Management Company in its discretion also may determine if and to what extent distributions paid include realized capital gains and/or are paid out of capital attributable to the relevant class of Shares. Distributions may be automatically reinvested at the election of the Shareholder.

Management Company, Administrator, Custodian and Transfer Agent Fees

For all Shares except class S and S1 shares, the Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the Shares equal to 0.05% of average daily Net Asset Value. The Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the class S shares equal to the lesser of \$50,000 or 0.01% of average daily Net Asset Value.

The Administrator fee, Custodian fee and Transfer Agent fee for the Portfolio are paid monthly out of the assets of the Portfolio. As of 31 August 2014, the annualized amounts expressed as a percentage of average daily Net Asset Value of the Portfolio of the Administrator fee, Custodian fee and Transfer Agent fee were 0.04%, 0.06% and 0.09%, respectively (the Transfer Agent fee with respect to class S and S1 shares was 0.01%). These fees may decrease or increase depending on the assets of the Portfolio and transaction volume or for other reasons.

Organizational Expenses

The Portfolio has no unamortized organizational expenses.

Historical Performance

Information on the historical performance of the Portfolio may be found in the Portfolio's KIIDs and at www.abglobal.com.

History

The Portfolio was established as a portfolio of ACM-New Alliance on 8 September 1997 and was subsequently amalgamated into the Fund under the name Greater China Portfolio with effect on 31 January 2007. The Portfolio was renamed China Opportunity Portfolio on 31 January 2014.

AllianceBernstein—Global Bond Portfolio

Investment Objective and Policies

Investment Objective

The Portfolio's investment objective is high total investment return through investments predominantly in Investment Grade fixed-income securities denominated in various currencies. The Portfolio's total investment return may consist generally of interest and dividend income, as well as discount accruals and capital changes, including changes in the value of portfolio securities and other assets and liabilities resulting from currency fluctuations. Under normal market conditions, the Portfolio expects that no less than 70% of its total assets will be invested in securities denominated in the Currency of the Portfolio or securities hedged to the Currency of the Portfolio.

Description of Investment Discipline and Process

The Portfolio may purchase debt obligations issued by sovereign or other governmental or local authorities, including, but not limited to, governmental agencies and instrumentalities (collectively, "governmental entities"), as well as debt obligations issued or guaranteed by various organizations or entities established generally to promote global, regional or country-specific economic reconstruction or development (collectively, "supranational entities"). In addition, the Portfolio may purchase debt obligations of companies or other entities. The Investment Manager will invest at any time at least two-thirds of the Portfolio's total assets in straight bonds, *i.e.* non-convertible bonds.

Securities held by the Portfolio will possess upon initial purchase an Investment Grade credit rating or will be determined by the Investment Manager to be of comparable quality. In the event a particular security is assigned a credit rating that is lower than Investment Grade or ceases to be rated, the Investment Manager promptly will reassess whether the Portfolio should continue to hold such security. The Portfolio normally will dispose of any such non-Investment Grade or unrated security, unless (i) the Investment Manager determines that for the time being it is not in the best interest of the Portfolio to do so and (ii) aggregate non-Investment Grade securities do not exceed 5% of the Portfolio's net assets.

The Investment Manager seeks to reduce the risks inherent in the Portfolio's investment in fixed-income securities through diversification, in its discretion, and the Investment Manager's internal credit and economic analysis resources, as well as information obtained from other sources.

With respect to sovereign or other governmental issuers of debt obligations in which the Portfolio invests, the Investment Manager considers the financial position of the issuer and political and economic conditions in the relevant country. Investment in debt obligations issued or guaranteed by supranational entities is subject to the additional risk that member governments may fail to make required or regular capital contributions and that a supranational entity thus may be unable to fulfill its obligations.

With respect to corporate issuers of debt obligations in which the Portfolio invests, the Investment Manager considers the financial condition of the issuer and market and economic conditions relevant to its operations. The Investment Manager's analysis focuses on relative values based on such factors, for example, as interest coverage, asset coverage, earnings prospects and the experience and managerial strength of each such issuer.

As a general matter, in evaluating investments, the Investment Manager will consider, among other factors, the relative levels of

interest rates prevailing in various countries and the potential appreciation of such investments in their denominated currencies. In seeking capital appreciation, the Portfolio may invest in relatively low-yielding securities in expectation of favorable currency fluctuations or interest rate movements, thereby potentially reducing the Portfolio's yield. In seeking income, the Portfolio may invest in short-term securities with relatively high yields (as compared to other debt securities) meeting the Portfolio's investment criteria, thereby potentially reducing the Portfolio's capital appreciation.

In addition, the Portfolio may invest in debt obligations denominated in the currency of one country although issued by a governmental entity, corporation or financial institution of another country. For example, the Portfolio may invest in a Yen-denominated obligation issued by a German corporation. Such investments involve credit risks associated with the issuer as well as currency risks associated with the currency in which the obligation is denominated.

Duration. Under normal market conditions, the Portfolio's weighted average duration will not exceed five years. Duration is a measure of the sensitivity of the price of a fixed-income investment to a change in interest rates.

Financial Derivative Instruments. The Investment Manager may utilize a wide array of derivative products and techniques when implementing the Portfolio's investment strategy. The Portfolio may utilize derivatives for investment purposes as an alternative to investing directly in the underlying investment or for hedging purposes. Such financial derivative instruments may include, but are not limited to futures, options, swaps (including interest rate swaps) and currency transactions.

Other Investment Policies

The Portfolio may invest in structured securities issued by a wide range of originators and sponsors. Structured securities may include agency (*i.e.* issued or guaranteed by an Eligible State or Eligible State government sponsored entities) mortgage-backed securities and non-agency (*i.e.* privately issued) mortgage-backed securities ("MBS"). MBS may include adjustable-rate mortgage securities ("ARMS") and collateralized mortgage obligations ("CMOs"), as well as other asset-backed securities ("ABS"), commercial mortgage-backed securities ("CMBS") and collateralized debt obligations ("CDOs") and related financial derivative instruments and currencies. The Portfolio's investments in structured securities will not exceed 20% of its net assets, provided that such limit will not apply to investments in such securities issued or guaranteed by the United States government or any other Eligible State or United States or other Eligible State government sponsored entities.

Except to the extent provided herein (including Appendix A to Section II), the Portfolio is not subject to any limitation on the portion of its assets which may be invested in any one country.

The Investment Manager will, based upon its currency research and outlook, adjust the Portfolio's currency exposures while taking into account both (a) the Portfolio's overall non-base currency exposure, as well as (b) the expected risk and return of each of the particular currencies in the relevant Portfolio's portfolio. The Investment Manager uses its in-house models developed

specifically for this purpose. Accordingly, the Investment Manager may hedge all, some or none of the currency exposures depending on whether its research indicates that the currency is poised to fall or rise against the Portfolio's base currency.

As a temporary defensive measure or to provide for redemptions, the Portfolio may, without limit, hold cash, cash equivalents, or short-term fixed-income obligations, including money market instruments.

The Portfolio may invest up to 10% of its net assets in securities for which there is no ready market. See paragraph (5) of "Investment Restrictions" in Appendix A to Section II. The Portfolio may therefore not be readily able to sell such securities. Moreover, there may be contractual restrictions on the resale of such securities.

The Portfolio will invest no more than 25% of its total assets in convertible bonds, no more than 30% of its total assets in money market instruments and no more than 10% of its total assets in equity securities.

Currency Hedged Share Classes

One or more of the Portfolio's share classes offered in a particular currency (each, an "Offered Currency") may be hedged to such Offered Currency. Any such share class will constitute a "Currency Hedged Share Class." Currency Hedged Share Classes aim to provide investors a return more closely correlated to the Portfolio's base currency return by reducing the effect of exchange rate fluctuations between the Portfolio's base currency (*i.e.*, Dollar) and the relevant Offered Currency, taking into account practical considerations such as transaction costs. The hedging strategy employed is designed to reduce, but may not eliminate, currency exposure between the Portfolio's base currency and the Offered Currency.

Currency Hedged Share Classes do not affect the investment management of the Portfolio's underlying assets since it is only the net asset value (NAV) of the Currency Hedged Share Classes, not the Portfolio's underlying assets, which is hedged to the Offered Currency. Expenses incurred as a result of such hedging activity will be borne by the Currency Hedged Share Class in relation to which such expenses are incurred.

For additional information on share class hedging, see "How to Purchase Shares—Currency Hedged Share Classes" in Section II.

Leverage. The Investment Manager does not expect to utilize bank borrowing in implementing the Portfolio's investment strategy. The expected level of leverage of the Portfolio is estimated to be in the 0% to 100% range of its Net Asset Value. The expected level of leverage is calculated as the sum of the notionals of the financial derivative instruments held by the Portfolio. Pursuant to the CSSF Circular 11/512 dated 30 May 2011, this calculation methodology neither takes into account the fact that a particular financial derivative instrument increases or decreases the Portfolio's investment risks nor permits to net financial derivative instruments with reverse positions. Shareholders should be aware that (i) a higher level of expected leverage does not automatically imply a higher level of investment risk and (ii) the expected level of leverage disclosed above is mainly generated by the use of derivatives for hedging purposes or for efficient portfolio management. In addition, the actual leverage of the Portfolio may deviate from the above mentioned expected level of leverage.

Risk Measurement. The Investment Manager will utilize a Value-at-Risk ("VaR") methodology to monitor the global exposure (market risk) for the Portfolio. The global exposure of the Portfolio is measured by the absolute VaR methodology pursuant to which the VaR of the Portfolio may not exceed 20% of its Net Asset Value.

Summary Information

Portfolio Features

Recommended Investment Horizon	Long-term		
Currency of the Portfolio	USD Each Business Day	Order Cut-Off Times	<i>For USD-Denominated Share Classes</i> 4:00 P.M. U.S. Eastern Time on each Business Day
Net Asset Value Calculation			<i>For Currency Hedged Share Classes</i> 6:00 P.M. Central European Time on each Business Day
Net Asset Value Publication	Available at www.abglobal.com		
Class Names	H means Currency Hedged Share Classes. For additional information on share class hedging, see “How to Purchase Shares—Currency Hedged Share Classes” and “Risk Factors -- Currency Hedged Share Class Risk” in Section II.	Distributions*	<p><i>For class A, AX, B, BX, C, I, S and S1 shares</i> To be declared daily and payable monthly</p> <p><i>For class AJ, AT, BT, CT, IT and NT shares</i> To be declared and payable monthly</p> <p><i>For class AA, BA and SA shares</i> To be declared and payable monthly with a distribution rate to be derived from gross income (before deduction of fees and expenses)</p> <p><i>For class AR shares</i> To be declared and payable annually with a distribution rate to be derived from gross income (before deduction of fees and expenses)</p> <p><i>For class A2, B2, C2, I2, N2, S EUR H, S1 EUR H, S SGD H, S 2 and S1 2 shares</i> None.</p> <p>See “Distributions” below.</p> <p>*Includes Hedged Share Classes (unless noted otherwise)</p>

Share Class Fees and Charges¹

	Initial Sales Charge ³	Management Fee ⁴	Distribution Fee ⁵	Contingent Deferred Sales Charge ⁶
USD-Denominated Share Classes				
Class A and A2 Shares	Up to 6.25%	1.10%	None	None
Class AJ Shares	Up to 3.00%	1.10%	None	None
Class AT Shares	Up to 6.25%	1.10%	None	None
Class AA Shares	Up to 6.25%	1.10%	None	None
Class AX Shares	No longer offered	0.85%	None	None
Class B and B2 Shares ²	None	1.10%	1.00%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class BT Shares ²	None	1.10%	1.00%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class BA Shares ²	None	1.10%	1.00%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class BX Shares	No longer offered	0.85%	None	None
Class C and C2 Shares	None	1.55%	None	0–1 year held=1.0% thereafter 0%
Class CT Shares	None	1.55%	None	0–1 year held=1.0% thereafter 0%
Class I and I2 Shares ⁸	Up to 1.50%	0.55%	None	None

Class IT Shares ⁸	Up to 1.50%	0.55%	None	None
Class N2 and NT Shares	Up to 3.00%	1.65%	None	None
Class S Shares ⁷	None	None	None	None
Class S1 Shares	None	0.50%	None	None
Class SA Shares	None	None	None	None
Class S 2 Shares ⁷	None	None	None	None
Class S1 2 Shares	None	0.50%	None	None
EUR Hedged Share Classes				
Class A2 EUR H Shares	Up to 6.25%	1.10%	None	None
Class AT EUR H Shares	Up to 6.25%	1.10%	None	None
Class AR EUR H Shares	Up to 6.25%	1.10%	None	None
Class B2 EUR H Shares ²	None	1.10%	1.00%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class BT EUR H Shares ²	None	1.10%	1.00%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class C2 EUR H Shares	None	1.55%	None	0–1 year held=1.0% thereafter 0%
Class I2 EUR H Shares ⁸	Up to 1.50%	0.55%	None	None
Class S EUR H Shares ⁷	None	None	None	None
Class S1 EUR H Shares	None	0.50%	None	None
AUD Hedged Share Classes				
Class AT AUD H Shares	Up to 6.25%	1.10%	None	None
Class AA AUD H Shares	Up to 6.25%	1.10%	None	None
Class BT AUD H Shares ²	None	1.10%	1.00%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class BA AUD H Shares ²	None	1.10%	1.00%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class I2 AUD H Shares ⁸	Up to 1.50%	0.55%	None	None
Class IT AUD H Shares ⁸	Up to 1.50%	0.55%	None	None
CAD Hedged Share Classes				
Class AT CAD H Shares	Up to 6.25%	1.10%	None	None
Class AA CAD H Shares	Up to 6.25%	1.10%	None	None
Class BT CAD H Shares ²	None	1.10%	1.00%	0–1 years held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
GBP Hedged Share Classes				
Class AT GBP H Shares	Up to 6.25%	1.10%	None	None
Class AA GBP H Shares	Up to 6.25%	1.10%	None	None
Class BT GBP H Shares ²	None	1.10%	1.00%	0–1 years held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
SGD Hedged Share Classes				
Class A2 SGD H Shares	Up to 6.25%	1.10%	None	None
Class AT SGD H Shares	Up to 6.25%	1.10%	None	None
Class AA SGD H Shares	Up to 6.25%	1.10%	None	None
Class B2 SGD H Shares ²	None	1.10%	1.00%	0–1 years held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class BT SGD H Shares ²	None	1.10%	1.00%	0–1 years held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%

Class S SGD H Shares ⁷	None	None	None	None
NZD Hedged Share Classes				
Class AT NZD H Shares	Up to 6.25%	1.10%	None	None
Class AA NZD H Shares	Up to 6.25%	1.10%	None	None
				0–1 years held=3.0%
				1–2 yrs=2.0%
				2–3 yrs=1.0%
				3+ yrs=0%
Class BT NZD H Shares ⁷	None	1.10%	1.00%	

1 The Management Company, Administrator, Custodian and Transfer Agent are entitled to receive, out of the assets of the Portfolio, fees as described under "Other Portfolio Information—Management Company, Administrator, Custodian and Transfer Agent Fees" below. The Portfolio also bears all of its other expenses. See "How to Purchase Shares" and "Additional Information—Fees and Expenses" in Section II. The Management Company has voluntarily undertaken, until the Management Company on behalf of the Fund notifies Shareholders to the contrary, that if, in any fiscal year, the aggregate fees and expenses with respect to the following share classes of the Portfolio (including any management fee and all other fees and expenses set out in "Additional Information—Fees and Expenses" in Section II, including Luxembourg *Taxe d'Abonnement* but exclusive of certain other taxes, brokerage (if applicable) and interest on borrowings) exceed the following percentages of the average Net Asset Value for the fiscal year attributable to the Portfolio's share classes (and corresponding H shares), as follows: S (0.15%), S1 (0.65%) and SA (0.15%), the Fund may deduct from the payment to be made to the Management Company, or the Management Company will otherwise bear, such excess fees and expenses.

2 After four years from the date of purchase, class B, B2, BA and BT Shareholders will have the right to request a conversion to class A, A2, AA and AT shares (and corresponding H shares), respectively, without charge from either the Fund or the Management Company. For further details on the conversion right, please refer to "How to Exchange or Convert Shares—Conversion of CDSC Shares" in Section II of the Prospectus.

3 As a percentage of purchase price.

4 As an annual percentage of average daily Net Asset Value. With respect to certain share classes, the management fee may also include a component that is paid to distributors or other financial intermediaries and service providers. For further details on the management fee, please refer to "Additional Information—Fees and Expenses" in Section II.

5 As an annual percentage of average daily Net Asset Value.

6 As a percentage of the lesser of the current Net Asset Value or original cost of the Shares being redeemed and based upon the duration that such Shares are held. CDSC Shares may only be purchased through a dealer authorized by the Distributor to offer such shares. Those investors considering an investment in CDSC Shares should speak with their financial advisor for details. With respect to class C, C2 and CT shares (and corresponding H shares), a dealer may elect to waive the contingent deferred sales charge in certain circumstances.

7 Class S, SA and S 2 shares are reserved for institutional investors that have entered into an agreement with the Management Company and are being charged an investment management fee separately.

8 Available to (i) investors purchasing Shares through Distributors who have separate fee arrangements with such investors, (ii) product structures that purchase the Shares directly, or on behalf of an end investor and assess such investor a fee at the product level, and (iii) other investors at the Management Company's discretion.

Other Share Class Features

	Offered Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg <i>Taxe d'Abonnement</i> ***
USD-Denominated Share Classes					
Class A and A2 Shares	Dollar	\$2,000	\$750		
	Euro	€2,000	€750		
	SGD (Class A2)	S\$3,000	S\$1,000	None	0.05%
	HKD (Class A2)	HK\$15,000	HK\$5,000		
Class AJ Shares	Dollar	\$2,000	\$750	None	0.05%
	Dollar	\$2,000	\$750		
Class AT Shares	Euro	€2,000	€750		
	SGD	S\$3,000	S\$1,000	None	0.05%
	HKD	HK\$15,000	HK\$5,000		
Class AX Shares	Dollar	No longer offered	No longer offered	No longer offered	0.05%
Class AA Shares	Dollar	\$2,000	\$750		
	HKD	HK\$15,000	HK\$5,000	None	0.05%
	Dollar	\$2,000	\$750	\$250,000	
Class B and B2 Shares	Euro	€2,000	€750	€250,000	
	SGD (Class B2)	S\$3,000	S\$1,000	S\$350,000	0.05%
	HKD (Class B2)	HK\$15,000	HK\$5,000	HK\$2,000,000	
	Dollar	\$2,000	\$750	\$250,000	
Class BT Shares	Euro	€2,000	€750	€250,000	
	SGD	S\$3,000	S\$1,000	S\$350,000	0.05%
	HKD	HK\$15,000	HK\$5,000	HK\$2,000,000	
Class BX Shares	Dollar	No longer offered	No longer offered	No longer offered	0.05%
Class BA Shares	Dollar	\$2,000	\$750	\$250,000	0.05%
	Dollar	\$2,000	\$750		
	Euro	€2,000	€750	None	0.05%
Class C and C2 Shares	SGD (Class C2)	S\$3,000	S\$1,000		
	Dollar	\$2,000	\$750		
Class CT Shares	Euro	€2,000	€750	None	0.05%
	SGD	S\$3,000	S\$1,000		

Class I and I2 Shares	Dollar	\$1 million**			
	Euro	€1 million**	None	None	0.05%
	SGD (Class I2)	S\$1.5 million**			
Class IT Shares	Dollar	\$1 million**	None	None	0.05%
	HKD	HK\$8 million			
Class N2 and NT Shares	Dollar	\$2,000	\$750	None	0.05%
	Dollar	\$25 million**			
Class S and S 2 Shares	Euro	€20 million**	None	None	0.01%
	HKD (Class S)	HK\$200 million**			
Class S1 and S1 2	Dollar	\$25 million**	None	None	0.01%
Shares	Euro	€20 million**			
Class SA Shares	Dollar	\$25 million**	None	None	0.01%

EUR Hedged Share Classes

Class A2 EUR H Shares	Euro	€2,000	€750	None	0.05%
Class AT EUR H Shares	Euro	€2,000	€750	None	0.05%
Class AR EUR H Shares	Euro	€2,000	€750	None	0.05%
Class B2 EUR H Shares	Euro	€2,000	€750	€250,000	0.05%
Class BT EUR H Shares	Euro	€2,000	€750	€250,000	0.05%
Class C2 EUR H Shares	Euro	€2,000	€750	None	0.05%
Class I2 EUR H Shares	Euro	€1 million**	None	None	0.05%
Class S EUR H Shares	Euro	€20 million**	None	None	0.01%
Class S1 EUR H Shares	Euro	€20 million**	None	None	0.01%

AUD Hedged Share Classes

Class AT AUD H Shares	AUD	A\$2,000	A\$750	None	0.05%
Class AA AUD H Shares	AUD	A\$2,000	A\$750	None	0.05%
Class BT AUD H Shares	AUD	A\$2,000	A\$750	A\$250,000	0.05%
Class BA AUD H Shares	AUD	A\$2,000	A\$750	A\$250,000	0.05%
Class I2 AUD H Shares	AUD	A\$1 million**	None	None	0.05%
Class IT AUD H Shares	AUD	A\$1 million**	None	None	0.05%

CAD Hedged Share Classes

Class AT CAD H Shares	CAD	C\$2,000	C\$750	None	0.05%
Class AA CAD H Shares	CAD	C\$2,000	C\$750	None	0.05%
Class BT CAD H Shares	CAD	C\$2,000	C\$750	C\$250,000	0.05%

GBP Hedged Share Classes

Class AT GBP H Shares	GBP	£2,000	£750	None	0.05%
Class AA GBP H Shares	GBP	£2,000	£750	None	0.05%
Class BT GBP H Shares	GBP	£2,000	£750	£250,000	0.05%

SGD Hedged Share Classes

Class A2 SGD H Shares	SGD	S\$3,000	S\$1,000	None	0.05%
Class AT SGD H Shares	SGD	S\$3,000	S\$1,000	None	0.05%
Class AA SGD H Shares	SGD	S\$3,000	S\$1,000	None	0.05%
Class B2 SGD H Shares	SGD	S\$3,000	S\$1,000	S\$350,000	0.05%
Class BT SGD H Shares	SGD	S\$3,000	S\$1,000	S\$350,000	0.05%
Class S SGD H Shares	SGD	S\$20 million**	None	None	0.01%

NZD Hedged Share Classes

Class AT NZD H Shares	NZD	NZ\$3,000	NZ\$1,000	None	0.05%
Class AA NZD H Shares	NZD	NZ\$3,000	NZ\$1,000	None	0.05%
Class BT NZD H Shares	NZD	NZ\$3,000	NZ\$1,000	NZ\$400,000	0.05%

* Does not apply to automatic investment plans, where offered.

** May be waived by the Management Company in its sole discretion.

*** Annual Luxembourg tax payable quarterly by each portfolio.

Other Portfolio Information

Principal Investment Types

For a chart summarizing the principal types of investments used by the Portfolio and a description of securities and other instruments in which the Portfolio may invest, investors should refer to "Investment Types" in Section II beginning on page II-7. The ability of the Portfolio to invest in any securities or instruments is subject to the restrictions in the Portfolio's stated investment objective and policies and the limitations contained in "Investment Restrictions" in Appendix A to Section II.

Risk Profile

The Portfolio may make use of financial derivative. The investment restrictions (9) to (13) set forth in Appendix A to Section II will not apply. This Portfolio shall employ instead the Value-at-Risk (VaR) approach. VaR approach takes into account the current value of the underlying assets, the counterparty risk, foreseeable market movements and the time available to liquidate the positions in the Portfolio to give an estimate of the level of potential loss on a portfolio. VaR reports will be produced and monitored on a daily basis based on the following criteria:

- 1 month holding period;
- 99% confidence level;
- stress testing will also be applied on an ad hoc basis.

Fixed-income securities in which the Portfolio will invest are subject to the credit risk of the private and public institutions offering these securities and their market value is influenced by changes in interest rates. The Portfolio's fixed-income securities investments will generally be of Investment Grade or equivalent quality. There can be no assurance that any distribution payments will occur and the Portfolio has no specific maturity.

The Portfolio is subject to market, interest rate and currency fluctuations and to other risks inherent in investing in securities. Therefore, no assurance can be given that the investment objective will be achieved, that invested capital will be preserved, or that capital appreciation will occur. Investment results may vary substantially on a monthly, quarterly or annual basis. An investment in the Portfolio does not represent a complete investment program.

For a chart summarizing the principal risks of the Portfolio and a more detailed discussion of these and other risks applicable to the Portfolio, investors should refer to "Risk Factors" in Section II.

Profile of the Typical Investor

The Portfolio will suit medium risk-tolerant investors seeking the income potential of Investment Grade fixed-income investment. Investors are encouraged to consult their independent financial advisors regarding the suitability of Shares of the Portfolio for their investment needs.

Distributions

For class A, AX, B, BX, C, I, S and S1 shares (and corresponding H shares, unless noted otherwise), the Management Company intends to declare daily and pay monthly dividends equal to all or substantially all of the Portfolio's net income attributable to each class of Shares.

For class AJ, AT, BT, CT, IT and NT shares (and corresponding H shares), the Management Company intends to declare and pay monthly dividends equal to all or substantially all of the Portfolio's net income attributable to each class of Shares.

For class AA, BA and SA shares (and corresponding H shares), the

Management Company intends to declare and make monthly distributions. For class AR shares (and corresponding H shares), the Management Company intends to declare and make annual distributions. The Management Company intends to maintain a stable distribution rate per share for such share classes. The distribution rate is to be derived from gross income (before deduction of fees and expenses) and distributions may also include realized and unrealized gains and capital attributable to such classes of Shares. Since fees and expenses do not reduce the distribution rate, the NAV per Share of the relevant classes will be reduced by such fees and expenses.

The Management Company also may determine if and to what extent dividends paid include realized capital gains and/or are paid out of capital, attributable to the relevant class of Shares. To the extent the net income and net realized profits attributable to these Shares exceed the amount declared payable, the excess return will be reflected in the respective Net Asset Value of such Shares. Dividends may be automatically reinvested at the election of the Shareholder.

For class A2, B2, C2, I2, N2, S 2 and S1 2 shares (and corresponding H shares) and S EUR H, S1 EUR H, S SGD H shares, the Management Company currently does not intend to pay dividends with respect to the Shares. Therefore, any net income and net realized profits attributable to the Shares will be reflected in the respective Net Asset Value of the Shares.

Management Company, Administrator, Custodian and Transfer Agent Fees

For all Shares (and corresponding H shares) except class S, S1, S 2, SA and S1 2 (and corresponding H shares) shares, the Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the Shares equal to 0.10% of average daily Net Asset Value. The Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the class S, S1, S 2, SA and S1 2 shares (and corresponding H shares) equal to the lesser of \$50,000 or 0.01% of average daily Net Asset Value.

The Administrator fee, Custodian fee and Transfer Agent fee for the Portfolio are paid out of the assets of the Portfolio in accordance with the usual practice in Luxembourg. As of 31 August 2014, the annualized amounts expressed as a percentage of average daily Net Asset Value of the Portfolio of the Administrator fee, Custodian fee and Transfer Agent fee were 0.02%, 0.02% and 0.09%, respectively (the Transfer Agent fee with respect to class S and S1 shares was 0.01%). These fees are subject to the limitation on expenses discussed in note 1 to "Summary Information—Share Class Fees and Charges" above and may decrease or increase depending on the assets of the Portfolio and transaction volume or for other reasons.

Organizational Expenses

The Portfolio has no unamortized organizational expenses.

Historical Performance

Information on the historical performance of the Portfolio may be found in the Portfolio's KIIDs and at www.abglobal.com.

History

The Portfolio was established as a portfolio of the Fund on 16 September 1996. Prior to this date, the Portfolio's assets were managed by the Management Company as the Alliance Worldwide Income Fund ("Worldwide"), a mutual investment fund organized under the laws of the Grand Duchy of Luxembourg. On 16 September 1996, all of Worldwide's assets were transferred to, and all of Worldwide's liabilities were assumed by, the Portfolio. See "Additional Information—Management Regulations" in Section II.

Class AX and BX Shares. In connection with the amalgamation of Worldwide into the Portfolio, shareholders received one class AX share of the Portfolio ("Class AX Share") for every class A Share of

Worldwide that they owned, and one class BX share of the Portfolio ("Class BX Shares") for every class B Share of Worldwide that they owned. Class AX Shares and Class BX Shares are no longer offered for sale. The Net Asset Value per Share of the Class AX Shares and Class BX Shares will, with respect to themselves, differ as a result of the distribution fee on the Class B Shares. In addition, the Net Asset Value per Share of the Class AX Shares and Class BX Shares will, with respect to themselves, differ as a result of the distribution fee on the Class BX Shares and will, with respect to the Class A Shares and Class B Shares, differ as a result of the differing shareholder servicing fee and distribution fee on the Class AX Shares and Class BX Shares.

AllianceBernstein—Global High Yield Portfolio

Investment Objective and Policies

Investment Objective

The investment objective of the Portfolio is to produce high current income as well as overall total return.

Description of Investment Discipline and Process

In seeking to achieve this objective, the Portfolio will invest primarily, and at any time at least two-thirds of its assets in, a portfolio of high yielding debt securities of issuers located throughout the world, including U.S. issuers and issuers in emerging market countries. In selecting its investments, the Portfolio intends to allocate its assets among three main types of investments: (i) high yielding non-Investment Grade debt securities of U.S. corporate issuers; (ii) non-Investment Grade debt securities of issuers located in emerging market countries; and (iii) sovereign debt obligations issued by emerging market countries. However, the Portfolio is not prohibited from investing in other types of debt securities as the Investment Manager deems appropriate. For example, the Portfolio may invest in debt securities having an Investment Grade rating if the Investment Manager determines that such debt securities possess desirable yield and/or total return characteristics. In addition, the Portfolio may utilize financial derivative instruments for hedging, risk management, efficient portfolio management and as an alternative to investing directly in the underlying investments.

The Portfolio's investments may be denominated in various currencies. In addition to the restrictions provided in Appendix A to Section II, the Portfolio will not invest more than 20% of its total assets in one country; provided, however, that such limitation will not apply to investments by the Portfolio in U.S. issuers. Investing on an international basis involves special considerations.

The debt securities of U.S. and non-U.S. corporate issuers in which the Portfolio may invest include bonds, debentures, bills and notes. These debt securities may have equity features, such as conversion rights or warrants, which may provide the Portfolio with opportunities to enhance its return on its investment. See "Investment Types—Debt Securities Types—Convertible Securities" in Section II. There is no minimum rating requirement with respect to the Portfolio's investments in debt securities of corporate issuers.

The Portfolio's investments in emerging market debt securities may consist of (i) debt securities or obligations issued or guaranteed by governments, governmental agencies or instrumentalities and political subdivisions located in emerging market countries, (ii) debt securities or obligations issued by government-owned, controlled or sponsored entities located in emerging market countries, (iii) obligations of issuers organized and operated for the purpose of restructuring the investment characteristics of securities issued by any of the entities described above and (iv) financial derivative instruments related to the instruments listed in (i)-(iii) above. These debt securities are expected to be rated, at the time of investment, below Investment Grade or, if not rated, determined by the Investment Manager to be of comparable quality. Emerging market debt securities in which the Portfolio may invest will be subject to higher risk, will not be required to meet a minimum rating standard and may not be rated for creditworthiness by any internationally recognized rating agency.

Emerging market countries are those not characterized as high income countries by the World Bank, based on per capita gross national income (to obtain the World Bank's list of such countries, please go to: http://siteresources.worldbank.org/DATASTATISTICS/Resources/C_LASS.XLS). The Investment Manager's determination of which

countries constitute emerging market countries may change from time to time.

However, investing in many emerging market debt securities is not feasible or may involve unacceptable political, economic and social risks. See "Risks Factors and Special Considerations—General Risks—Country Risk—Emerging Markets" in Section II. As opportunities to invest in debt securities in other emerging market countries develop, the Portfolio expects to expand and diversify its portfolio investments. Emerging market debt securities may take the form of bonds, debentures, bills, notes, convertible securities, warrants, mortgage or other asset-backed securities and interests in entities organized and operated for the purpose of restructuring the investment characteristics of emerging market debt securities. The portfolio may also use a variety of financial derivative instruments or structured products to effectively and efficiently replicate exposure to emerging market bonds. For further information regarding certain of these investments, see "Investment Types" in Section II.

In evaluating obligations, the Investment Manager will utilize its internal credit analysis resources as well as financial and economic information obtained from other sources. With respect to foreign corporate issuers, the Investment Manager will consider the financial condition of the issuer and market and economic conditions relevant to its operations. In terms of foreign governmental obligations, the Investment Manager will review the financial position of the issuer and political and economic conditions in the country. Investment in securities of supranational entities is subject to the additional risk that member governments may fail to make required capital contributions and that a supranational entity may thus be unable to meet its obligations.

The Fund's fully managed approach for the Portfolio enables the Portfolio to seek high current income plus overall total investment return by making investments in various currencies on the basis of the potential capital appreciation of such instruments in Dollars and the rates of income paid on such instruments. As a general matter, in evaluating investments, the Fund will consider, among other factors, the relative levels of interest rates prevailing in various countries, the potential appreciation of such investments in their denominated currencies and, for debt instruments not denominated in Dollars, the potential movement in the value of such currencies compared to the Dollar. In seeking capital appreciation for the Portfolio, the Fund may invest in relatively low yielding instruments in expectation of favorable currency fluctuations or interest rate movements, thereby potentially reducing the Portfolio's yield. In seeking income for the Portfolio, the Fund may invest in short term instruments with relatively high yields (as compared to other debt securities) notwithstanding that the Fund does not anticipate that such instruments will experience substantial capital appreciation.

The average maturity of the securities of the Portfolio will vary based upon the Investment Manager's assessment of economic and market conditions. As with all debt securities, changes in interest rates will affect the Fund's asset value as the prices of portfolio securities generally increase when interest rates decline and decrease when interest rates rise. Prices of longer term securities generally fluctuate more in response to interest rate changes than do shorter term securities. The Fund does not expect the average maturity of the Portfolio to exceed 15 years.

Financial Derivative Instruments. The Investment Manager may use derivative products and strategies when implementing the Portfolio's investment strategy. Such financial derivative instruments may include, but are not limited to, swaps (including interest rate swaps ("IRS"), total rate of return swaps ("TRS") and credit default swaps ("CDS")), credit linked notes, swaptions, options, futures and currency transactions (including forward currency contracts). These financial derivative instruments (including OTC derivatives and exchange-traded financial derivative instruments) may be employed for the following purposes: (i) as an alternative to investing directly in the underlying investments, (ii) to manage duration, and (iii) to hedge against interest rate, credit and currency fluctuations. With respect to CDS, the Portfolio may both "sell" protection in order to gain exposure and "buy" protection to hedge credit exposure.

Leverage. The Investment Manager does not expect to utilize bank borrowing in implementing the Portfolio's investment strategy. The expected level of leverage of the Portfolio is estimated to be in the 0% to 100% range of its Net Asset Value. The expected level of leverage is calculated as the sum of the notionals of the financial derivative instruments held by the Portfolio. Pursuant to the CSSF Circular 11/512 dated 30 May 2011, this calculation methodology neither takes into account the fact that a particular financial derivative instrument increases or decreases the Portfolio's investment risks nor permits to net financial derivative instruments with reverse positions. Shareholders should be aware that (i) a higher level of expected leverage does not automatically imply a higher level of investment risk and (ii) the expected level of leverage disclosed above is mainly generated by the use of derivatives for hedging purposes or for efficient portfolio management. In addition, the actual leverage of the Portfolio may deviate from the above mentioned expected level of leverage.

Risk Measurement. The Investment Manager will utilize a Value-at-Risk ("VaR") methodology to monitor the global exposure (market risk) for the Portfolio. The global exposure of the Portfolio is measured by the absolute VaR methodology pursuant to which the VaR of the Portfolio may not exceed 20% of its Net Asset Value.

Other Investment Policies

The Portfolio anticipates that a substantial portion of its assets will be denominated in currencies other than the Dollar. The Portfolio is not restricted in the portion of its assets that may be invested in securities denominated in a particular currency. The portion of the Portfolio's assets invested in securities denominated in currencies other than the Dollar will vary depending on market conditions. The analysis of currencies is made independently of the analysis of markets. The Investment Manager analyzes current account and capital account performance and real interest rates to adjust for shorter-term currency flows. See "Risk Factors—General Risks—Currency Risk" in Section II.

The Portfolio may, as a temporary defensive measure or to provide for redemptions or in anticipation of investment in foreign markets, hold cash or cash equivalents (in Dollars or foreign currencies) and short-term securities, including money market securities.

The Portfolio may invest up to 10% of its total net assets in securities for which there is no ready market. See paragraph (5) of "Investment Restrictions" in Appendix A to Section II. The Portfolio may therefore

not be readily able to sell such securities. Moreover, there may be contractual restrictions on the resale of such securities. In addition, other types of securities are subject to this 10% restriction.

Currency Hedged Share Classes

One or more of the Portfolio's share classes offered in a particular currency (each, an "Offered Currency") may be hedged to such Offered Currency. Any such share class will constitute a "Currency Hedged Share Class." Currency Hedged Share Classes aim to provide investors a return more closely correlated to the Portfolio's base currency return by reducing the effect of exchange rate fluctuations between the Portfolio's base currency (i.e., Dollar) and the relevant Offered Currency, taking into account practical considerations such as transaction costs. The hedging strategy employed is designed to reduce, but may not eliminate, currency exposure between the Portfolio's base currency and the Offered Currency.

Currency Hedged Share Classes do not affect the investment management of the Portfolio's underlying assets since it is only the net asset value (NAV) of the Currency Hedged Share Classes, not the Portfolio's underlying assets, which is hedged to the Offered Currency. Expenses incurred as a result of such hedging activity will be borne by the Currency Hedged Share Class in relation to which such expenses are incurred.

For additional information on share class hedging, see "How to Purchase Shares—Currency Hedged Share Classes" in Section II.

Risk Factors linked to RMB Hedged Share Classes. Since 2005, the RMB exchange rate is no longer pegged to the U.S. dollar. RMB has now moved to a managed floating exchange rate based on market supply and demand with reference to a basket of foreign currencies. The daily trading price of the RMB against other major currencies in the inter-bank foreign exchange market is allowed to float within a narrow band around the central parity published by the People's Bank of China. RMB convertibility from offshore RMB (CNH) to onshore RMB (CNY) is a managed currency process subject to foreign exchange control policies of and repatriation restrictions imposed by the Chinese government in coordination with the Hong Kong Monetary Authority (HKMA). The value of CNH could differ, perhaps significantly, from that of CNY due to a number of factors including without limitation those foreign exchange control policies and repatriation restrictions pursued by the Chinese government from time-to-time as well as other external market forces.

Since 2005, foreign exchange control policies pursued by the Chinese government have resulted in the general appreciation of RMB (both CNH and CNY). This appreciation may or may not continue and there can be no assurance that RMB will not be subject to devaluation at some point. Any devaluation of RMB could adversely affect the value of investors' investments in the RMB H shares.

The RMB H shares participate in the offshore RMB (CNH) market, which allows investors to freely transact CNH outside of mainland China with approved banks in the Hong Kong market (HKMA approved banks). The RMB H shares will have no requirement to remit CNH to onshore RMB (CNY).

Summary Information

Portfolio Features

Recommended Investment Horizon	Long-term		
Currency of the Portfolio	USD	Distributions*	<p><i>For class A, B, C, I, JA and J shares</i> To be declared daily and payable monthly</p> <p><i>For class AT, BT, CT, IT, NT, S1D and SM shares</i> To be declared and payable monthly</p> <p><i>For class AM shares</i> To be declared and payable monthly with a fixed distribution rate of 7%</p> <p><i>For class AA, BA and SA shares</i> To be declared and payable monthly with a distribution rate to be derived from gross income (before deduction of fees and expenses)</p> <p><i>For class AR shares</i> To be declared and payable annually with a distribution rate to be derived from gross income (before deduction of fees and expenses)</p> <p><i>For class SK shares</i> To be declared and payable at the Management Company's discretion</p> <p><i>For class A2, B2, C2, I2, N2, S and S1 shares</i> None.</p> <p><i>For class IQD and S1QD shares</i> To be declared and payable quarterly</p> <p><i>For class AK and CK shares</i> To be declared and payable bi-annually</p> <p>See "Distributions" below.</p> <p>* Includes hedged share classes.</p>
Class Name	H means Currency Hedged Share Classes. For additional information on share class hedging, see "How to Purchase Shares—Currency Hedged Share Classes" and "Risk Factors—Currency Hedged Share Class Risk" in Section II.		
Net Asset Value Calculation	Each Business Day		
Net Asset Value Publication	Available at www.abglobal.com		
Order Cut-Off Times	<p>4:00 P.M. U.S. Eastern Time on each Business Day</p> <p><i>For Currency Hedged Share Classes (except RMB Hedged Share Classes)</i> 6:00 P.M. Central European Time on each Business Day</p> <p><i>For RMB Hedged Share Classes</i> 12:00 P.M. Hong Kong Time on each Business Day (until February 26, 2015) 1:00 P.M. Central European Time on each Business Day (as of February 27, 2015)</p>		

Share Class Fees and Charges¹

	Initial Sales Charge ³	Management Fee ⁴	Distribution Fee ⁵	Contingent Deferred Sales Charge ⁶
USD-Denominated Share Classes				
Class A and A2 Shares	Up to 6.25%	1.70% 1.50%	None	None
Class AT Shares	Up to 6.25%	1.70% 1.50%	None	None
Class AK Shares	Up to 6.25%	1.70% 1.50%	None	None
Class AM Shares	Up to 6.25%	1.70% 1.50%	None	None
Class AA Shares	Up to 6.25%	1.70% 1.50%	None	None
Class B and B2 Shares ²	None	1.70% 1.50%	1.00%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class BT Shares ²	None	1.70% 1.50%	1.00%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%

Class BA Shares ²	None	1.70% 1.50%	1.00%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class C and C2 Shares	None	2.15% 1.95%	None	0–1 year held=1.0% thereafter 0%
Class CT Shares	None	2.15% 1.95%	None	0–1 year held=1.0% thereafter 0%
Class CK Shares	None	2.15% 1.95%	None	0–1 year held=1.0% thereafter 0%
Class I and I2 Shares ⁹	Up to 1.50%	1.15% 0.95%	None	None
Class IT Shares ⁹	Up to 1.50%	1.15% 0.95%	None	None
Class IQD Shares ⁹	Up to 1.50%	1.15% 0.95%	None	None
Class JA Shares	None	1.70% 1.50%	None	None
Class J Shares ²	None	1.70% 1.50%	1.00%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class N2 and NT Shares	Up to 3.00%	2.25% 2.05%	None	None
Class S Shares ⁷	None	None	None	None
Class S1 Shares	None	0.90%	None	None
Class SA Shares ⁷	None	None	None	None
Class S1D Shares	None	0.90%	None	None
Class SK Shares ⁸	None	0.65%	None	None
EUR Hedged Share Classes				
Class A2 EUR H Shares and Class AT EUR H Shares	Up to 6.25%	1.70% 1.50%	None	None
Class AK EUR H Shares	Up to 6.25%	1.70% 1.50%	None	None
Class AA EUR H Shares	Up to 6.25%	1.70% 1.50%	None	None
Class AR EUR H Shares	Up to 6.25%	1.70% 1.50%	None	None
Class B2 EUR H Shares and Class BT EUR H Shares ²	None	1.70% 1.50%	1.00%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class C2 EUR H Shares and Class CT EUR H Shares	None	2.15% 1.95%	None	0–1 year held=1.0% thereafter 0%
Class CK EUR H Shares	None	2.15% 1.95%	None	0–1 year held=1.0% thereafter 0%
Class I2 EUR H Shares ⁹	Up to 1.50%	1.15% 0.95%	None	None
Class IT EUR H Shares ⁹	Up to 1.50%	1.15% 0.95%	None	None
Class S EUR H Shares ⁷	None	None	None	None
Class S1 EUR H Shares	None	0.90%	None	None
Class S1QD EUR H Shares	None	0.90%	None	None
AUD Hedged Share Classes				
Class AT AUD H Shares	Up to 6.25%	1.70% 1.50%	None	None
Class AA AUD H Shares	Up to 6.25%	1.70% 1.50%	None	None

Class BT AUD H Shares ²	None	1.70% 1.50%	1.00%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class BA AUD H Shares ²	None	1.70% 1.50%	1.00%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class I2 AUD H Shares ⁹	Up to 1.50%	1.15% 0.95%	None	None
Class IT AUD H Shares ⁹	Up to 1.50%	1.15% 0.95%	None	None
Class SM AUD H Shares ⁷	None	None	None	None
Class S1 AUD H Shares	None	0.90%	None	None
SGD Hedged Share Classes				
Class A2 SGD H Shares and Class AT SGD H Shares	Up to 6.25%	1.70% 1.50%	None	None
Class AA SGD H Shares	Up to 6.25%	1.70% 1.50%	None	None
Class B2 SGD H Shares and Class BT SGD H Shares ²	None	1.70% 1.50%	1.00%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class I2 SGD H Shares ⁹	Up to 1.50%	1.15% 0.95%	None	None
Class IT SGD H Shares ⁹	Up to 1.50%	1.15% 0.95%	None	None
CAD Hedged Share Classes				
Class AT CAD H Shares	Up to 6.25%	1.70% 1.50%	None	None
Class AA CAD H Shares	Up to 6.25%	1.70% 1.50%	None	None
Class BT CAD H Shares ²	None	1.70% 1.50%	1.00%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
GBP Hedged Share Classes				
Class AT GBP H Shares	Up to 6.25%	1.70% 1.50%	None	None
Class AA GBP H Shares	Up to 6.25%	1.70% 1.50%	None	None
Class BT GBP H Shares ²	None	1.70% 1.50%	1.00%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%

RMB* Hedged Share Classes

Class AT RMB H Shares	Up to 6.25%	1.70% 1.50%	None	None
Class AA RMB H Shares	Up to 6.25%	1.70% 1.50%	None	None
Class BA RMB H Shares ²	None	1.70% 1.50%	1.00%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class I2 RMB H Shares ⁹	Up to 1.50%	1.15% 0.95%	None	None
Class IT RMB H Shares ⁹	Up to 1.50%	1.15% 0.95%	None	None

NZD Hedged Share Classes

Class AT NZD H Shares	Up to 6.25%	1.70% 1.50%	None	None
Class AA NZD H Shares	Up to 6.25%	1.70% 1.50%	None	None
Class BT NZD H Shares ²	None	1.70% 1.50%	1.00%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%

ZAR Hedged Share Classes

Class AA ZAR H Shares	Up to 6.25%	1.70% 1.50%	None	None
Class BA ZAR H Shares ²	None	1.70% 1.50%	1.00%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%

CHF Hedged Share Classes

Class A2 CHF H Shares	Up to 6.25%	1.70% 1.50%	None	None
Class I2 CHF H Shares ⁹	Up to 1.50%	1.15% 0.95%	None	None

- 1 The Management Company, Administrator, Custodian and Transfer Agent are entitled to receive, out of the assets of the Portfolio, fees as described under "Other Portfolio Information—Management Company, Administrator, Custodian and Transfer Agent Fees" below. The Portfolio also bears all of its other expenses. See "How to Purchase Shares" and "Additional Information—Fees and Expenses" in Section II. The Management Company has voluntarily undertaken, until the Management Company on behalf of the Fund notifies Shareholders to the contrary, that if, in any fiscal year, the aggregate fees and expenses with respect to the following share classes of the Portfolio (including any management fee and all other fees and expenses set out in "Additional Information—Fees and Expenses" in Section II, including Luxembourg *Taxe d'Abonnement* but exclusive of certain other taxes, brokerage (if applicable) and interest on borrowings) exceed the following percentages of the Portfolio's average Net Asset Value for the fiscal year attributable to the Portfolio's share classes (and corresponding H shares) as follows: S (0.10%), SM (0.10%), SK (0.75%), S1 (1.00%), S1D (1.00%), S1QD (1.00%) and SA (0.10%), the Fund may deduct from the payment to be made to the Management Company, or the Management Company will otherwise bear, such excess fees and expenses.
- 2 After four years from the date of purchase, class B, B2, BA, BT and J Shareholders will have the right to request a conversion to class A, A2, AA, AT and JA shares, respectively, without charge from either the Fund or the Management Company. For further details on the conversion right, please refer to "How to Exchange or Convert Shares—Conversion of CDSC Shares" in Section II of the Prospectus.
- 3 As a percentage of purchase price.
- 4 As an annual percentage of average daily Net Asset Value. With respect to certain share classes, the management fee may also include a component that

is paid to distributors or other financial intermediaries and service providers. For further details on the management fee, please refer to "Additional Information—Fees and Expenses" in Section II. For all Shares except class S, SM AUD H, S1 and S1QD shares, consecutive fee levels listed apply with respect to (1) the first \$5,000,000,000 of the net assets of the Portfolio and (2) the amount of the net assets of the Portfolio over \$5,000,000,000.

- 5 As an annual percentage of average daily Net Asset Value.
- 6 For class B, B2, BA and BT shares, as a percentage of the lesser of the current Net Asset Value or original cost of the Shares being redeemed and based upon the duration that such Shares are held. For class J shares, as a percentage of the current Net Asset Value of the Shares being redeemed. CDSC Shares may only be purchased through a dealer authorized by the Distributor to offer such shares. Those investors considering an investment in CDSC Shares should speak with their financial advisor for details. With respect to class C, CT, CK and C2 shares (and corresponding H shares), a dealer may elect to waive the contingent deferred sales charge in certain circumstances.
- 7 Class S, SA and SM AUD H shares are reserved for institutional investors that have entered into an agreement with the Management Company and are being charged an investment management fee separately.
- 8 Class SK shares are reserved for investments by funds sponsored by the Investment Manager or its affiliates.
- 9 Available to (i) investors purchasing Shares through Distributors who have separate fee arrangements with such investors, (ii) product structures that purchase the Shares directly, or on behalf of an end investor and assess such investor a fee at the product level, and (iii) other investors at the Management Company's discretion.

* “RMB” refers to offshore RMB (“CNH”) and not onshore RMB known as CNY.

Other Share Class Features					
	Offered Currencies*	Minimum Initial Investment**	Minimum Subsequent Investment**	Maximum Investment***	Luxembourg <i>Taxe d'Abonnement</i> ****
USD-Denominated Share Classes					
Class A and A2 Shares	Dollar	\$2,000	\$750	None	0.05%
	Euro	€2,000	€750		
	SGD (Class A2)	S\$3,000	S\$1,000		
	HKD (Class A2)	HK\$15,000	HK\$5,000		
Class AT Shares	Dollar	\$2,000	\$750	None	0.05%
	Euro	€2,000	€750		
	SGD	S\$3,000	S\$1,000		
	HKD	HK\$15,000	HK\$5,000		
Class AK Shares	Dollar	\$2,000	\$750	None	0.05%
	Euro	€2,000	€750	None	
Class AM Shares	Dollar	\$2,000	\$750	None	0.05%
Class AA Shares	Dollar	\$2,000	\$750	None	0.05%
	HKD	HK\$15,000	HK\$5,000		
Class B and B2 Shares	Dollar	\$2,000	\$750	\$250,000	0.05%
	Euro	€2,000	€750	€250,000	
	SGD (Class B2)	S\$3,000	S\$1,000	S\$350,000	
	HKD (Class B2)	HK\$15,000	HK\$5,000	HK\$2,000,000	
Class BT Shares	Dollar	\$2,000	\$750	\$250,000	0.05%
	Euro	€2,000	€750	€250,000	
	SGD	S\$3,000	S\$1,000	S\$350,000	
	HKD	HK\$15,000	HK\$5,000	HK\$2,000,000	
Class BA Shares	Dollar	\$2,000	\$750	\$250,000	0.05%
Class C and C2 Shares	Dollar	\$2,000	\$750	None	0.05%
	Euro	€2,000	€750		
	SGD (Class C2)	S\$3,000	S\$1,000		
Class CK Shares	Dollar	\$2,000	\$750	None	0.05%
	Euro	€2,000	€750		
Class CT Shares	Dollar	\$2,000	\$750	None	0.05%
	Euro	€2,000	€750		
Class I, I2 and IQD Shares	Dollar	\$1 million***	None	None	0.05%
	Euro	€1 million***			
	SGD (Class I2)	S\$1,5 million***			
Class IT Shares	Dollar	\$1 million***	None	None	0.05%
	HKD	HK\$8 million			
Class JA Shares	Dollar	300 shares	\$750	None	0.05%
Class J Shares	Dollar	300 shares	\$750	None	0.05%
Class N2 and NT Shares	Dollar	\$2,000	\$750	None	0.05%
Class S Shares	Dollar	\$25 million***	None	None	0.01%
	Euro	€20 million***			
	GBP	£15 million***			
Class S1 Shares	Dollar	\$25 million***	None	None	0.01%
	Euro	€20 million***			
Class SA Shares	Dollar	\$25 million***	None	None	0.01%
Class S1D Shares	Dollar	\$25 million***	None	None	0.01%
	Euro	€20 million***			
Class SK Shares	Dollar	\$25 million***	None	None	0.01%

	Hedged Currencies	Minimum Initial Investment**	Minimum Subsequent Investment**	Maximum Investment***	Luxembourg <i>Taxe d'Abonnement</i> ****
EUR Hedged Share Classes					
Class A2 EUR H Shares and Class AT EUR H Shares	Euro	€2,000	€750	None	0.05%
Class AK EUR H Shares	Euro	€2,000	€750	None	0.05%
Class AA EUR H Shares	Euro	€2,000	€750	None	0.05%
Class AR EUR H Shares	Euro	€2,000	€750	None	0.05%
Class B2 EUR H Shares and Class BT EUR H Shares	Euro	€2,000	€750	€250,000	0.05%
Class C2 EUR H Shares and Class CT EUR H Shares	Euro	€2,000	€750	None	0.05%
Class CK EUR H Shares	Euro	€2,000	€750	None	0.05%
Class I2 EUR H Shares	Euro	€1 million***	None	None	0.05%
Class IT EUR H Shares	Euro	€1 million***	None	None	0.05%
Class S EUR H Shares	Euro	€20 million***	None	None	0.01%
Class S1 EUR H Shares	Euro	€20 million***	None	None	0.01%
Class S1QD EUR H Shares	Euro	€20 million***	None	None	0.01%
AUD Hedged Share Classes					
Class AT AUD H Shares	AUD	A\$2,000	A\$750	None	0.05%
Class AA AUD H Shares	AUD	A\$2,000	A\$750	None	0.05%
Class BT AUD H Shares	AUD	A\$2,000	A\$750	A\$250,000	0.05%
Class BA AUD H Shares	AUD	A\$2,000	A\$750	A\$250,000	0.05%
Class I2 AUD H Shares	AUD	A\$1 million***	None	None	0.05%
Class IT AUD H Shares	AUD	A\$1 million***	None	None	0.05%
Class SM AUD H Shares	AUD	A\$25 million***	None	None	0.01%
Class S1 AUD H Shares	AUD	A\$25 million	None	None	0.01%
SGD Hedged Share Classes					
Class A2 SGD H Shares	SGD	S\$3,000	S\$1,000	None	0.05%
Class AT SGD H Shares	SGD	S\$3,000	S\$1,000	None	0.05%
Class AA SGD H Shares	SGD	S\$3,000	S\$1,000	None	0.05%
Class B2 SGD H Shares	SGD	S\$3,000	S\$1,000	S\$350,000	0.05%
Class BT SGD H Shares	SGD	S\$3,000	S\$1,000	S\$350,000	0.05%
Class I2 SGD H Shares	SGD	S\$1.5 million***	None	None	0.05%
Class IT SGD H Shares	SGD	S\$1.5 million***	None	None	0.05%
CAD Hedged Share Classes					
Class AT CAD H Shares	CAD	C\$2,000	C\$750	None	0.05%
Class AA CAD H Shares	CAD	C\$2,000	C\$750	None	0.05%
Class BT CAD H Shares	CAD	C\$2,000	C\$750	C\$250,000	0.05%
GBP Hedged Share Classes					
Class AT GBP H Shares	GBP	£2,000	£750	None	0.05%
Class AA GBP H Shares	GBP	£2,000	£750	None	0.05%
Class BT GBP H Shares	GBP	£2,000	£750	£250,000	0.05%
RMB Hedged Share Classes					
Class AT RMB H Shares	RMB	RMB 10,000	RMB 3,750	None	0.05%
Class AA RMB H Shares	RMB	RMB 10,000	RMB 3,750	None	0.05%
Class BA RMB H Shares	RMB	RMB 10,000	RMB 3,750	RMB 1,500,000	0.05%

Class I2 RMB H Shares	RMB	RMB 5,000,000***	None	None	0.05%
Class IT RMB H Shares	RMB	RMB 5,000,000***	None	None	0.05%

NZD Hedged Share Classes

Class AT NZD H Shares	NZD	NZ\$3,000	NZ\$1,000	None	0.05%
Class AA NZD H Shares	NZD	NZ\$3,000	NZ\$1,000	None	0.05%
Class BT NZD H Shares	NZD	NZ\$3,000	NZ\$1,000	NZ\$400,000	0.05%

ZAR Hedged Share Classes

Class AA ZAR H Shares	ZAR	ZAR 20,000	ZAR 7,000	None	0.05%
Class BA ZAR H Shares	ZAR	ZAR 20,000	ZAR 7,000	ZAR 2.5 million	0.05%

CHF Hedged Share Classes

Class A2 CHF H Shares	CHF	CHF 2,000	CHF 750	None	0.05%
Class I2 CHF H Shares	CHF	CHF 1million***	None	None	0.05%

* Does not denote that such Offered Currency is hedged at the Share Class level.

** Does not apply to automatic investment plans, where offered.

*** May be waived by the Management Company in its sole discretion.

**** Annual Luxembourg tax payable quarterly by each portfolio.

Other Portfolio Information

Principal Investment Types

For a chart summarizing the principal types of investments used by the Portfolio and a description of securities and other instruments in which the Portfolio may invest, investors should refer to "Investment Types" in Section II beginning on page II-7. The ability of the Portfolio to invest in any securities or instruments is subject to the restrictions in the Portfolio's stated investment objective and policies and the limitations contained in "Investment Restrictions" in Appendix A to Section II.

Risk Profile

It is intended that this Portfolio will make use of financial derivative instruments. The investment restrictions (9) to (13) set forth in Appendix A to Section II will not apply. This Portfolio shall employ the Value-at-Risk (VaR) approach.

VaR reports will be produced and monitored on a daily basis based on the following criteria:

- 1 month holding period;
- 99% confidence level;
- stress testing will also be applied on an ad hoc basis.

Fixed-income securities in which the Portfolio will invest are subject to the credit risk of the private and public institutions offering these securities and their market value is influenced by changes in interest rates. Because the Portfolio's fixed-income securities investments may be below Investment Grade quality, these risks are higher for this Portfolio than for a portfolio that invests solely in Investment Grade or equivalent quality fixed-income securities. Below Investment Grade securities are also subject to greater risk of loss of principal and interest and are generally less liquid and more volatile. There can be no assurance that any distribution payments will occur and the Portfolio has no specific maturity.

The Portfolio is subject to market, interest rate and currency fluctuations and to other risks inherent in investing in securities. Therefore, no assurance can be given that the investment objective will be achieved, that invested capital will be preserved, or that capital appreciation will occur. Investment results may vary substantially on a monthly, quarterly or annual basis. An investment in the Portfolio does not represent a complete investment program.

For a chart summarizing the principal risks of the Portfolio and a more detailed discussion of these and other risks applicable to the Portfolio, investors should refer to "Risk Factors" in Section II.

Profile of the Typical Investor

The Portfolio will suit higher risk-tolerant investors seeking the income potential of fixed-income investment. Investors are encouraged to consult their independent financial advisors regarding the suitability of Shares of the Portfolio for their investment needs.

Distributions

For class A, B, C, I, JA and J shares (and corresponding H shares), the Management Company intends to declare daily and pay monthly dividends equal to all or substantially all of the Portfolio's net income attributable to each class of Shares.

For class AT, BT, CT, IT, NT, SM and S1D shares (and corresponding H shares), the Management Company intends to declare and pay

monthly dividends equal to all or substantially all of the Portfolio's net income attributable to each class of Shares.

For class IQD and S1QD shares, the Management Company intends to declare and pay quarterly dividends equal to all or substantially all of the Portfolio's net income attributable to the class of Shares. For class SK shares, the Management Company may declare and pay dividends at its discretion.

For class AK and CK shares (and corresponding H shares), the Management Company intends to declare and pay bi-annually dividends equal to all or substantially all of the Portfolio's net income attributable to the relevant class of Shares.

For class AM shares, the Management Company intends to declare and pay monthly distributions. The Management Company intends to maintain a fixed distribution of 7% (annualized) per share for AM shares. As such, distributions may come from net income, realized and unrealized gains and/or capital attributable to the relevant class. Distributions from capital may represent a return of the investor's original investment amount and as such may result in a decrease in the NAV per share for the relevant class. The Management Company will periodically review the level of income and expenses at the AM class level, along with the fixed distribution percentage and may decide to decrease or increase the fixed distribution percentage. Such percentage will be reflected in the next update of the prospectus and in the meantime, shareholders may obtain the latest percentage at www.abglobal.com.

For class AA, BA and SA shares (and corresponding H shares), the Management Company intends to declare and make monthly distributions. For class AR shares (and corresponding H shares), the Management Company intends to declare and make annual distributions. The Management Company intends to maintain a stable distribution rate per share for such share classes. The distribution rate is to be derived from gross income (before deduction of fees and expenses) and distributions may also include realized and unrealized gains and capital attributable to such classes of Shares. Since fees and expenses do not reduce the distribution rate, the NAV per Share of the relevant classes will be reduced by such fees and expenses.

The Management Company also may determine if and to what extent dividends paid include realized capital gains and/or are paid out of capital attributable to the relevant class of Shares. To the extent the net income and net realized profits attributable to these Shares exceed the amount declared payable, the excess return will be reflected in the respective Net Asset Value of such Shares. Dividends may be automatically reinvested at the election of the Shareholder.

For class A2, B2, C2, I2, N2, S and S1 shares (and corresponding H shares), the Management Company currently does not intend to pay dividends with respect to the Shares. Therefore, any net income and net realized profits attributable to the Shares will be reflected in the respective Net Asset Value of the Shares.

Management Company, Administrator, Custodian and Transfer Agent Fees

For all Shares (and corresponding H shares) except class S, SK, SM, S1D, S1QD, S1, SA shares (and corresponding H shares), the

Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the Shares equal to 0.10% of average daily Net Asset Value. The Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the class S, SK, SM, S1D, S1QD, S1, SA shares (and corresponding H shares) equal to the lesser of \$50,000 or 0.01% of average daily Net Asset Value.

The Administrator fee, Custodian fee and Transfer Agent fee for the Portfolio are paid out of the assets of the Portfolio in accordance with the usual practice in Luxembourg. As of 31 August 2014, the annualized amounts expressed as a percentage of average daily Net Asset Value of the Portfolio of the Administrator fee, Custodian fee and Transfer Agent fee were less than 0.001%, 0.01% and 0.06%, respectively. These fees may decrease or increase depending on the assets of the Portfolio and transaction volume or for other reasons.

Organizational Expenses

The Portfolio has no unamortized organizational expenses.

Historical Performance

Information on the historical performance of the Portfolio may be found in the Portfolio's KIIDs and at www.abglobal.com.

History

The Portfolio was established as a portfolio of the Fund on 22 September 1997.

AllianceBernstein—American Income Portfolio

Investment Objective and Policies

Investment Objective

The primary investment objective of the Portfolio is to seek to provide a high level of current income consistent with preservation of capital.

The Portfolio seeks to meet its investment objective by investing in a diversified portfolio of fixed-income securities.

As a secondary objective, the Portfolio will seek to increase its capital through appreciation of its investments in order to preserve and, if possible, increase the purchasing power of each Shareholder's investment.

Description of Investment Discipline and Process

The Portfolio's investments may include all types of U.S. Government Securities, including those backed by the full faith and credit of the U.S. Government, those supported by the right to borrow from the U.S. Treasury and those backed by the credit of the issuing agency itself. The Portfolio may also invest in fixed-income securities issued by U.S. corporations and by non-U.S. corporations and by governments other than that of the United States (including, but not limited to, states, provinces and municipalities) or their agencies and instrumentalities ("governmental entities") issuing securities denominated in Dollars and a variety of mortgage-backed securities and zero coupon securities. In addition, the Portfolio may utilize financial derivative instruments for hedging, risk management, efficient portfolio management and as an alternative to investing directly in the underlying investments.

The Portfolio will maintain investment exposure of at least 65% of its total assets in U.S. issuers. The Investment Manager anticipates that the Portfolio will maintain investment exposure of at least 50% of its total assets in (i) U.S. Government Securities, as described below, and (ii) other fixed-income securities described herein that, at the time of investment, are considered Investment Grade, or if not so rated, are determined by the Investment Manager to be of equivalent quality. Notwithstanding the foregoing, under certain market conditions the Investment Manager may obtain investment exposure in excess of 50% of the Portfolio's assets in securities that are rated below Investment Grade if the Investment Manager deems such investments appropriate in light of current market conditions and the Portfolio's investment objective. The Portfolio will generally not invest in securities rated below B (including B1, B2 and B3) by Moody's or B (including B+ and B-) by S&P or, if unrated by an IRSO, considered by the Investment Manager to be of equivalent quality to such a rating.

Securities rated below Investment Grade are commonly referred to as "junk bonds." See "Risk Factors—Debt Securities Risks—Fixed-Income Securities Risks—Lower-Rated and Unrated Instruments" in Section II. The Portfolio expects that it will generally not retain a security which is downgraded below B (including B1, B2 and B3) by Moody's or B (including B+ and B-) by S&P or, if unrated by an IRSO, determined by the Investment Manager to have undergone similar credit quality deterioration subsequent to purchase.

As used herein, "U.S. Government Securities" include, without limitation, the following:

- (1) *U.S. Treasury Bills.* Direct obligations of the U.S. Treasury which are issued in maturities of one year or less. No interest is paid on U.S. Treasury Bills; instead, they are issued at a discount and repaid at full face value when they mature. They are backed by the full faith and credit of the U.S. Government.

- (2) *U.S. Treasury Notes.* Direct obligations of the U.S. Treasury issued in maturities which vary between one and ten years, with interest payable every six months. They are backed by the full faith and credit of the U.S. Government.
- (3) *U.S. Treasury Bonds.* These direct obligations of the U.S. Treasury are issued in maturities of more than ten years from the date of issue, with interest payable every six months. They are backed by the full faith and credit of the U.S. Government.
- (4) *Guaranteed Mortgage Pass-Through Securities.* These are mortgage-related securities issued or guaranteed by the Government National Mortgage Association ("Ginnie Mae" or "GNMA"), the Federal National Mortgage Association ("Fannie Mae" or "FNMA") or the Federal Home Loan Mortgage Corporation ("Freddie Mac" or "FHLMC"). Fannie Mae and Freddie Mac securities are not backed by the full faith and credit of the U.S. Government. See "Types of Investments—Debt Securities Types—Pass-Through Mortgage-Related Securities" in Section II.
- (5) *Governmental "CMOs."* These are securities issued by a U.S. Government instrumentality or agency which are backed by a portfolio of mortgages or mortgage-backed securities held under an indenture. See "Investment Types Investments—Debt Securities Types—Collateralized Mortgage Obligations and Multi-Class Pass-Through Securities" in Section II.

Financial Derivative Instruments. The Investment Manager may use derivative products and strategies when implementing the Portfolio's investment strategy. Such financial derivative instruments may include, but are not limited to, swaps (including interest rate swaps ("IRS"), total rate of return swaps ("TRS") and credit default swaps ("CDS")), swaptions, options, futures and currency transactions (including forward currency contracts). These financial derivative instruments (including OTC derivatives and exchange-traded financial derivative instruments) may be employed for the following purposes: (i) as an alternative to investing directly in the underlying investments, (ii) to manage duration; and (iii) to hedge against interest rate, credit and currency fluctuations. With respect to CDS, the Portfolio may both "sell" protection in order to gain exposure and "buy" protection to hedge credit exposure.

Other Investment Policies

The Portfolio will not invest more than 5% of its total assets in the securities of any one issuer, excepting obligations issued or guaranteed by the U.S. Government, its agencies or instrumentalities. Further, the Portfolio will not own more than 10% of the outstanding voting securities of any issuer. The Portfolio has complete flexibility as to the types of securities and financial derivative instruments in which it will invest and the relative proportions thereof, and the Portfolio plans to vary the proportions of its holdings of long- and short-term fixed-income securities (including debt securities, convertible debt securities, U.S. Government obligations) and of preferred stocks, in order to reflect its assessment of prospective cyclical changes even if such action may adversely affect current income. However, substantially all of the Portfolio's investments will be income-producing. The Portfolio may maintain investment

exposure of up to 35% of its total assets in securities of non-U.S. issuers. The purchase of securities of non-U.S. issuers entails certain political and economic risks, and accordingly the Portfolio has restricted its investments in securities in this category to issues of high quality. Payment of interest and principal upon these obligations may also be affected by governmental action in the country of domicile (generally referred to as "sovereign risk"). In addition, evidences of ownership of portfolio securities may be held outside of the United States and the Portfolio may be subject to the risks associated with the holding of such property overseas. Examples of governmental actions would be the imposition of currency controls, interest limitations, seizure of assets, or the declaration of a moratorium.

The Portfolio may not invest in securities which are not quoted securities or which cannot be readily resold because of legal or contractual restrictions or which are not otherwise readily marketable or in debt instruments which are not treated, because of their characteristics, as equivalent to transferable securities and which are, *inter alia*, transferable, liquid and have a value that can be accurately determined at any Business Day, if, regarding all such securities, more than 10% of the total net assets of the Portfolio would be invested in such securities immediately after and as a result of such transaction. See paragraph (5) in Appendix A to Section II. Investment by the Portfolio in certain of the securities described in Section II under "Investment Types" will be subject to the limitation described in the foregoing sentence. In particular, private mortgage pass-through securities, privately issued collateralized mortgage obligations, privately issued multi-class pass-through securities, certain options relating to securities and certain zero coupon securities will be subject to the foregoing limits unless such securities are traded on a securities exchange or on another regulated market. In addition, other types of securities are subject to this 10% restriction.

The Portfolio will maintain investment exposure of at least 80% of its total assets in fixed-income securities, and in no case will the amount of the Portfolio's investment exposure in such securities be less than half of the Portfolio's total assets. In no case will the amount of the Portfolio's investment exposure to securities issued by American issuers be less than two-thirds of the Portfolio's total assets. For these purposes, an "American issuer" is a government, governmental agency, company or other entity that (i) is domiciled or organized in, or (ii) is established and conducting business in, or (iii) carries out the preponderant part of its economic activities in North, South or Central America.

Leverage. The Investment Manager does not expect to utilize bank borrowing in implementing the Portfolio's investment strategy. The expected level of leverage of the Portfolio is estimated to be in the 0% to 100% range of its Net Asset Value. The expected level of leverage is calculated as the sum of the notional of the financial derivative instruments held by the Portfolio. Pursuant to the CSSF Circular 11/512 dated 30 May 2011, this calculation methodology neither takes into account the fact that a particular financial derivative instrument increases or decreases the Portfolio's investment risks nor permits to net financial derivative instruments with reverse positions. Shareholders should be aware that (i) a higher level of expected leverage does not automatically imply a higher level of investment risk and (ii) the expected level of leverage disclosed above is mainly generated by the use of derivatives for hedging purposes or for efficient portfolio management. In addition, the actual leverage of the Portfolio may deviate from the above mentioned expected level of leverage.

Risk Measurement. The Investment Manager will utilize a Value-at-Risk ("VaR") methodology to monitor the global exposure (market risk) for the Portfolio. The global exposure of the Portfolio is measured by the absolute VaR methodology pursuant to which the VaR of the Portfolio may not exceed 20% of its Net Asset Value.

Partial Duration Hedged Share Classes

For classes designated with DUR PH, the Investment Manager intends to hedge a portion of the interest rate risk of the Portfolio through the use of financial derivative instruments. These share classes intend to provide investors a return that is less sensitive to interest rate fluctuations by partially hedging the duration of the overall Portfolio for shareholders in the Partial Duration Hedged Share Class. The partial duration hedging strategy is designed to reduce, though may not eliminate, the interest rate risk of the overall Portfolio in the Partial Duration Hedged Share Class. Managing the interest rate risk at the Partial Duration Hedged Share Classes level does not affect the investment management of the Portfolio's underlying assets since the financial derivative instrument transactions used to hedge the interest rate risk will be performed at the net asset value (NAV) of the Partial Duration Hedged Share Classes. Expenses incurred as a result of such hedging activity will be borne on a pro rata basis by all Partial Duration Hedged Share Classes issued within the Portfolio.

Shareholders should be aware that Partial Duration Hedged Share Classes may still have significant sensitivity to changes in interest rates, which would impact the NAV of the Partial Duration Hedged Share Class.

For additional information on share class hedging, see "How to Purchase Shares—Partial Duration Hedged Share Classes" and "Risk Factors—Partial Duration Hedged Share Classes" in Section II.

Currency Hedged Share Classes

One or more of the Portfolio's share classes offered in a particular currency (each, an "Offered Currency") may be hedged to such Offered Currency. Any such share class will constitute a "Currency Hedged Share Class." Currency Hedged Share Classes aim to provide investors a return more closely correlated to the Portfolio's base currency return by reducing the effect of exchange rate fluctuations between the Portfolio's base currency (*i.e.*, Dollar) and the relevant Offered Currency, taking into account practical considerations such as transaction costs. The hedging strategy employed is designed to reduce, but may not eliminate, currency exposure between the Portfolio's base currency and the Offered Currency.

Currency Hedged Share Classes do not affect the investment management of the Portfolio's underlying assets since it is only the net asset value (NAV) of the Currency Hedged Share Classes, not the Portfolio's underlying assets, which is hedged to the Offered Currency. Expenses incurred as a result of such hedging activity will be borne by the Currency Hedged Share Class in relation to which such expenses are incurred.

For additional information on share class hedging, see "How to Purchase Shares—Currency Hedged Share Classes" in Section II.

Risk Factors linked to RMB Hedged Share Classes. Since 2005, the RMB exchange rate is no longer pegged to the U.S. dollar. RMB has now moved to a managed floating exchange rate based on market supply and demand with reference to a basket of foreign currencies. The daily trading price of the RMB against other major currencies in the inter-bank foreign exchange market is allowed to float within a narrow band around the central parity published by the People's Bank of China. RMB convertibility from offshore RMB (CNH) to onshore RMB (CNY) is a managed currency process subject to foreign exchange control policies of and repatriation restrictions imposed by the Chinese government in coordination with the Hong Kong Monetary Authority (HKMA). The value of CNH could differ, perhaps significantly, from that of CNY due to a number of factors including without limitation those foreign exchange control policies and repatriation restrictions pursued by the Chinese government from time-to-time as well as other external market forces.

Since 2005, foreign exchange control policies pursued by the Chinese government have resulted in the general appreciation of RMB (both CNH and CNY). This appreciation may or may not continue and there can be no assurance that RMB will not be subject to devaluation at some point. Any devaluation of RMB could adversely affect the value of investors' investments in the RMB H shares.

The RMB H shares participate in the offshore RMB (CNH) market, which allows investors to freely transact CNH outside of mainland China with approved banks in the Hong Kong market (HKMA approved banks). The RMB H shares will have no requirement to remit CNH to onshore RMB (CNY).

Summary Information

Portfolio Features

Recommended Investment Horizon	Long-term	Distributions*	<i>For class A, B, C, I, JA and J shares</i> To be declared daily and payable monthly
Currency of the Portfolio	USD Each Business Day		<i>For class AT, BT, CT, IT, NT and S1D shares</i> To be declared and payable monthly
Net Asset Value Calculation	Available at www.abglobal.com		<i>For class AM shares</i> To be declared and payable monthly with a fixed distribution rate of 5%
Net Asset Value Publication	H means Currency Hedged Share Classes. For additional information on share class hedging, see "How to Purchase Shares—Currency Hedged Share Classes" and "Risk Factors -- Currency Hedged Share Class Risk" in Section II.		<i>For class AA, BA, IA and SA shares</i> To be declared and payable monthly with a distribution rate to be derived from gross income (before deduction of fees and expenses)
Class Names	PH means Partial Duration Hedged Share Classes. For additional information on share class hedging, see "How to Purchase Shares—Partial Duration Hedged Share Classes" and "Risk Factors -- Partial Duration Hedged Share Class Risk" in Section II.		<i>For class AR shares</i> To be declared and payable annually with a distribution rate to be derived from gross income (before deduction of fees and expenses)
Order Cut-Off Times	<i>For USD-Denominated and EUR-Denominated Share Classes</i> 4:00 P.M. U.S. Eastern Time on each Business Day <i>For JPY-Denominated Share Classes, Currency Hedged Share Classes (except for RMB Hedged Share Classes) and Partial Duration Hedged Share Classes</i> 6:00 P.M. Central European Time on each Business Day <i>For RMB Hedged Share Classes</i> 12:00 P.M. Hong Kong Time on each Business Day (until February 26, 2015) 1:00 P.M. Central European Time on each Business Day (as of February 27, 2015)		<i>For class A2, B2, C2, I2, N2, S and S1 shares</i> None. <i>For class AK and CK shares</i> To be declared and payable bi-annually <i>For class S1QD shares</i> To be declared and payable quarterly See "Distributions" below. *Includes Hedged and Partial Duration Hedged Share Classes

Share Class Fees and Charges¹

	Initial Sales Charge ³	Management Fee ⁴	Distribution Fee ⁵	Contingent Deferred Sales Charge ⁶
USD-Denominated Share Classes				
Class A and A2 Shares	Up to 6.25%	1.10%	None	None
Class AT Shares	Up to 6.25%	1.10%	None	None
Class AK Shares	Up to 6.25%	1.10%	None	None
Class AM Shares	Up to 6.25%	1.10%	None	None
Class AA Shares	Up to 6.25%	1.10%	None	None
Class B and B2 Shares ²	None	1.10%	0.70%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class BT Shares ²	None	1.10%	0.70%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class BA Shares ²	None	1.10%	0.70%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class C and C2 Shares	None	1.55%	None	0–1 year held=1.0% thereafter 0%

Class CT Shares	None	1.55%	None	0–1 year held=1.0% thereafter 0%
Class CK Shares	None	1.55%	None	0–1 year held=1.0% thereafter 0%
Class I and I2 Shares ⁸	Up to 1.50%	0.55%	None	None
Class IT Shares ⁸	Up to 1.50%	0.55%	None	None
Class JA Shares	Up to 6.25%	1.10%	None	None
Class J Shares ²	None	1.10%	0.70%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class N2 and NT Shares	Up to 3.00%	1.65%	None	None
Class S Shares ⁷	None	None	None	None
Class S1 Shares	None	0.50%	None	None
Class SA Shares ⁷	None	None	None	None
Class S1D Shares	None	0.50%	None	None
Partial Duration Hedged Share Classes				
Class AT DUR PH Shares	Up to 6.25%	1.10%	None	None
Class AA DUR PH Shares	Up to 6.25%	1.10%	None	None
Class A2 DUR PH Shares	Up to 6.25%	1.10%	None	None
Class CT DUR PH Shares	None	1.55%	None	0–1 year held=1.0% thereafter 0%
Class C2 DUR PH Shares	None	1.55%	None	0–1 year held=1.0% thereafter 0%
Class IT DUR PH Shares ⁸	Up to 1.50%	0.55%	None	None
Class IA DUR PH Shares ⁸	Up to 1.50%	0.55%	None	None
Class I2 DUR PH Shares ⁸	Up to 1.50%	0.55%	None	None
JPY-Denominated Share Classes				
Class IT Shares ⁸	Up to 1.50%	0.55%	None	None
EUR-Denominated Share Classes				
Class AR Shares	Up to 6.25%	1.10%	None	None
AUD Hedged Share Classes				
Class AT AUD H Shares	Up to 6.25%	1.10%	None	None
Class AA AUD H Shares	Up to 6.25%	1.10%	None	None
Class BT AUD H Shares ²	None	1.10%	0.70%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class BA AUD H Shares ²	None	1.10%	0.70%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class I2 AUD H and IT AUD H Shares ⁸	Up to 1.50%	0.55%	None	None
EUR Hedged Share Classes				
Class AT EUR H Shares	Up to 6.25%	1.10%	None	None
Class A2 EUR H Shares	Up to 6.25%	1.10%	None	None
Class AK EUR H Shares	Up to 6.25%	1.10%	None	None
Class AA EUR H Shares	Up to 6.25%	1.10%	None	None
Class AR EUR H Shares	Up to 6.25%	1.10%	None	None
Class BT EUR H Shares ²	None	1.10%	0.70%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class C2 EUR H Shares	None	1.55%	None	0–1 year held=1.0% thereafter 0%
Class CK EUR H Shares	None	1.55%	None	0–1 year held=1.0% thereafter 0%
Class I2 EUR H Shares ⁸	Up to 1.50%	0.55%	None	None

Class S1QD EUR H Shares	None	0.50%	None	None
SGD Hedged Share Classes				
Class AT SGD H Shares	Up to 6.25%	1.10%	None	None
Class AA SGD H Shares	Up to 6.25%	1.10%	None	None
Class A2 SGD H Shares	Up to 6.25%	1.10%	None	None
Class BT SGD H Shares ²	None	1.10%	0.70%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class B2 SGD H Shares ²	None	1.10%	0.70%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class IT SGD H Shares ⁸	Up to 1.50%	0.55%	None	None
CAD Hedged Share Classes				
Class AT CAD H Shares	Up to 6.25%	1.10%	None	None
Class AA CAD H Shares	Up to 6.25%	1.10%	None	None
Class BT CAD H Shares ²	None	1.10%	0.70%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
GBP Hedged Share Classes				
Class AT GBP H Shares	Up to 6.25%	1.10%	None	None
Class AA GBP H Shares	Up to 6.25%	1.10%	None	None
Class BT GBP H Shares ²	None	1.10%	0.70%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
RMB* Hedged Share Classes				
Class AA RMB H Shares	Up to 6.25%	1.10%	None	None
Class AT RMB H Shares	Up to 6.25%	1.10%	None	None
Class IT RMB H Shares ⁸	Up to 1.50%	0.55%	None	None
NZD Hedged Share Classes				
Class AT NZD H Shares	Up to 6.25%	1.10%	None	None
Class AA NZD H Shares	Up to 6.25%	1.10%	None	None
Class BT NZD H Shares ²	None	1.10%	0.70%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
CHF Hedged Share Classes				
Class A2 CHF H Shares	Up to 6.25%	1.10%	None	None
Class I2 CHF H Shares ⁸	Up to 1.50%	0.55%	None	None
JPY Hedged Share Classes				
Class IT JPY H Shares ⁸	Up to 1.50%	0.55%	None	None
ZAR Hedged Share Classes				
Class AA ZAR H Shares	Up to 6.25%	1.10%	None	None
Class BA ZAR H Shares ²	None	1.10%	0.70%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%

1 The Management Company, Administrator, Custodian and Transfer Agent are entitled to receive, out of the assets of the Portfolio, fees as described under “Other Portfolio Information—Management Company, Administrator, Custodian and Transfer Agent Fees” below. The Portfolio also bears all of its other expenses. See “How to Purchase Shares” and “Additional Information—Fees and Expenses” in Section II. The Management Company has voluntarily undertaken, until the Management Company on behalf of the Fund notifies Shareholders to the contrary, that if, in any fiscal year, the aggregate fees and expenses with respect to the following share classes of the Portfolio (including any management fee and all other fees and expenses set out in “Additional Information—Fees and Expenses” in Section II, including

Luxembourg *Taxe d'Abonnement* but exclusive of certain other taxes, brokerage (if applicable) and interest on borrowings) exceed the following percentages of the Portfolio's average Net Asset Value for the fiscal year attributable to the Portfolio's share classes (and corresponding H and DUR PH shares) as follows: A (1.50%), AT (1.50%), A2 (1.50%), AK (1.50%), AM (1.50%), AA (1.50%), AR (1.50%), B (2.20%), BT (2.20%), B2 (2.20%), BA (2.20%), C (1.95%), C2 (1.95%), CT (1.95%), CK (1.95%), I (0.95%), I2 (0.95%), IT (0.95%), IA (0.95%), NT (2.05%), N2 (2.05%), S (0.15%), S1 (0.65%), SA (0.15%), S1D (0.65%) and S1QD (0.65%) the Fund may deduct from the payment to be made to the

- Management Company, or the Management Company will otherwise bear, such excess fees and expenses.
- 2 After six years from the date of purchase, class B, B2, BT, BA and J Shareholders will have the right to request a conversion to class A, A2, AT, AA and JA shares, respectively, without charge from either the Fund or the Management Company. For further details on the conversion right, please refer to “How to Exchange or Convert Shares—Conversion of CDSC Shares” in Section II of the Prospectus.
- 3 As a percentage of purchase price.
- 4 As an annual percentage of average daily Net Asset Value. With respect to certain share classes, the management fee may also include a component that is paid to distributors or other financial intermediaries and service providers. For further details on the management fee, please refer to “Additional Information—Fees and Expenses” in Section II.
- 5 As an annual percentage of average daily Net Asset Value.
- 6 For class B, B2, BA and BT shares, as a percentage of the lesser of the current Net Asset Value or original cost of the Shares being redeemed and based upon

the duration that such Shares are held. For class J shares, as a percentage of the current Net Asset Value of the Shares being redeemed. CDSC Shares may only be purchased through a dealer authorized by the Distributor to offer such shares. Those investors considering an investment in CDSC Shares should speak with their financial advisor for details. With respect to class C, C2, CK and CT shares (and corresponding H shares), a dealer may elect to waive the contingent deferred sales charge in certain circumstances.

- 7 Class S and SA shares are reserved for institutional investors that have entered into an agreement with the Management Company and are being charged an investment management fee separately.
- 8 Available to (i) investors purchasing Shares through Distributors who have separate fee arrangements with such investors, (ii) product structures that purchase the Shares directly, or on behalf of an end investor and assess such investor a fee at the product level, and (iii) other investors at the Management Company’s discretion.

* “RMB” refers to offshore RMB (“CNH”) and not onshore RMB known as CNY.

Other Share Class Features

	Offered Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg <i>Taxe d'Abonnement</i> ***
USD-Denominated Share Classes					
Class A and A2 Shares	Dollar	\$2,000	\$750		
	Euro	€2,000	€750		
	SGD (Class A2)	S\$3,000	S\$1,000	None	0.05%
	HKD (Class A2)	HK\$15,000	HK\$5,000		
Class AK Shares	Dollar	\$2,000	\$750		
	Euro	€2,000	€750	None	0.05%
Class AT Shares	Dollar	\$2,000	\$750		
	Euro	€2,000	€750		
	SGD	S\$3,000	S\$1,000	None	0.05%
	HKD	HK\$15,000	HK\$5,000		
Class AM Shares	Dollar	\$2,000	\$750	None	0.05%
Class AA Shares	Dollar	\$2,000	\$750		
	HKD	HK\$15,000	HK\$5,000	None	0.05%
Class B and B2 Shares	Dollar	\$2,000	\$750	\$250,000	
	Euro	€2,000	€750	€250,000	0.05%
	SGD (Class B2)	S\$3,000	S\$1,000	S\$350,000	
	HKD (Class B2)	HK\$15,000	HK\$5,000	HK\$2,000,000	
Class BT Shares	Dollar	\$2,000	\$750	\$250,000	
	Euro	€2,000	€750	€250,000	0.05%
	SGD	S\$3,000	S\$1,000	S\$350,000	
	HKD	HK\$15,000	HK\$5,000	HK\$2,000,000	
Class BA Shares	Dollar	\$2,000	\$750	\$250,000	0.05%
Class C and C2 Shares	Dollar	\$2,000	\$750		
	Euro	€2,000	€750	None	0.05%
	SGD (Class C2)	S\$3,000	S\$1,000		
Class CT Shares	Dollar	\$2,000	\$750	None	0.05%
Class CK Shares	Euro	€2,000	€750		
	Dollar	\$2,000	\$750	None	0.05%
	Euro	€2,000	€750		
Class I and I2 Shares	Dollar	\$1 million**			
	Euro	€1 million**	None	None	0.05%
	SGD (Class I2)	S\$1.5 million**			
Class IT Shares	Dollar	\$1 million**			
	HKD	HK\$8 million	None	None	0.05%
Class JA Shares	Dollar	300 shares	\$750	None	0.05%

Class J Shares	Dollar	300 shares	\$750	None	0.05%
Class N2 and NT Shares	Dollar	\$2,000	\$750	None	0.05%
Class S Shares	Dollar	\$25 million**			
	Euro	€20 million**	None	None	0.01%
Class S1 Shares	Dollar	\$25 million**			
	Euro	€20 million**	None	None	0.01%
Class SA Shares	Dollar	\$25 million**	None	None	0.01%
Class S1D Shares	Dollar	\$25 million**			
	Euro	€20 million**	None	None	0.01%

Partial Duration Hedged Share Classes

Class AT DUR PH Shares	Dollar	\$2,000	\$750	None	0.05%
Class AA DUR PH Shares	Dollar	\$2,000	\$750	None	0.05%
Class A2 DUR PH Shares	Dollar	\$2,000	\$750	None	0.05%
Class CT DUR PH Shares	Dollar	\$2,000	\$750	None	0.05%
Class C2 DUR PH Shares	Dollar	\$2,000	\$750	None	0.05%
Class IT DUR PH Shares	Dollar	\$1 million**	None	None	0.05%
Class IA DUR PH Shares	Dollar	\$1 million**	None	None	0.05%
Class I2 DUR PH Shares	Dollar	\$1 million**	None	None	0.05%

JPY-Denominated Share Classes

Class IT Shares	JPY	¥100million**	None	None	0.05%
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EUR-Denominated Share Classes

Class AR Shares	EUR	€2,000	€750	None	0.05%
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AUD Hedged Share Classes

Class AT AUD H Shares	AUD	A\$2,000	A\$750	None	0.05%
Class AA AUD H Shares	AUD	A\$2,000	A\$750	None	0.05%
Class BT AUD H Shares	AUD	A\$2,000	A\$750	A\$250,000	0.05%
Class BA AUD H Shares	AUD	A\$2,000	A\$750	A\$250,000	0.05%
Class I2 AUD H and IT AUD H Shares	AUD	A\$1 million**	None	None	0.05%

EUR Hedged Share Classes

Class AT EUR H Shares	EUR	€2,000	€750	None	0.05%
Class A2 EUR H Shares	EUR	€2,000	€750	None	0.05%
Class AK EUR H Shares	EUR	€2,000	€750	None	0.05%
Class AA EUR H Shares	EUR	€2,000	€750	None	0.05%
Class AR EUR H Shares	EUR	€2,000	€750	None	0.05%
Class BT EUR H Shares	EUR	€2,000	€750	€250,000	0.05%
Class C2 EUR H Shares	EUR	€2,000	€750	None	0.05%
Class CK EUR H Shares	EUR	€2,000	€750	None	0.05%
Class I2 EUR H Shares	EUR	€1 million**	None	None	0.05%

Class S1QD EUR H Shares	EUR	€20 million**	None	None	0.01%
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SGD Hedged Share Classes

Class AT SGD H Shares	SGD	S\$3,000	S\$1,000	None	0.05%
Class AA SGD H Shares	SGD	S\$3,000	S\$1,000	None	0.05%
Class A2 SGD H Shares	SGD	S\$3,000	S\$1,000	None	0.05%
Class BT SGD H Shares	SGD	S\$3,000	S\$1,000	S\$350,000	0.05%
Class B2 SGD H Shares	SGD	S\$3,000	S\$1,000	S\$350,000	0.05%
Class IT SGD H Shares	SGD	S\$1.5 million**	None	None	0.05%

CAD Hedged Share Classes

Class AT CAD H Shares	CAD	C\$2,000	C\$750	None	0.05%
Class AA CAD H Shares	CAD	C\$2,000	C\$750	None	0.05%
Class BT CAD H Shares	CAD	C\$2,000	C\$750	C\$250,000	0.05%

GBP Hedged Share Classes					
Class AT GBP H Shares	GBP	£2,000	£750	None	0.05%
Class AA GBP H Shares	GBP	£2,000	£750	None	0.05%
Class BT GBP H Shares	GBP	£2,000	£750	£250,000	0.05%
RMB Hedged Share Classes					
Class AA RMB H Shares	RMB	RMB 10,000	RMB 3,750	None	0.05%
Class AT RMB H Shares	RMB	RMB 10,000	RMB 3,750	None	0.05%
Class IT RMB H Shares	RMB	RMB 5,000,000***	None	None	0.05%
NZD Hedged Share Classes					
Class AT NZD H Shares	NZD	NZ\$3,000	NZ\$1,000	None	0.05%
Class AA NZD H Shares	NZD	NZ\$3,000	NZ\$1,000	None	0.05%
Class BT NZD H Shares	NZD	NZ\$3,000	NZ\$1,000	NZ\$400,000	0.05%
CHF Hedged Share Classes					
Class A2 CHF H Shares	CHF	CHF 2,000	CHF 750	None	0.05%
Class I2 CHF H Shares	CHF	CHF 1 million**	None	None	0.05%
JPY Hedged Share Classes					
Class IT JPY H Shares	JPY	¥100 million**	None	None	0.05%
ZAR Hedged Share Classes					
Class AA ZAR H Shares	ZAR	ZAR 20,000	ZAR 7,000	None	0.05%
Class BA ZAR H Shares	ZAR	ZAR 20,000	ZAR 7,000	ZAR 2.5 million	0.05%

* Does not apply to automatic investment plans, where offered.

** May be waived by the Management Company in its sole discretion.

*** Annual Luxembourg tax payable quarterly by each portfolio.

Other Portfolio Information

Principal Investment Types

For a chart summarizing the principal types of investments used by the Portfolio and a description of securities and other instruments in which the Portfolio may invest, investors should refer to "Investment Types" in Section II beginning on page II-7. The ability of the Portfolio to invest in any securities or instruments is subject to the restrictions in the Portfolio's stated investment objective and policies and the limitations contained in "Investment Restrictions" in Appendix A to Section II.

Risk Profile

It is intended that this Portfolio will make use of financial derivative instruments. The investment restrictions (9) to (13) set forth in Appendix A to Section II will not apply. This Portfolio shall employ the Value-at-Risk (VaR) approach.

VaR reports will be produced and monitored on a daily basis based on the following criteria:

- 1 month holding period;
- 99% confidence level;
- stress testing will also be applied on an ad hoc basis.

Fixed-income securities in which the Portfolio will invest are subject to the credit risk of the private and public institutions offering these securities and their market value is influenced by changes in interest rates. Because the Portfolio's fixed-income securities investments may be below Investment Grade quality, these risks are higher for this Portfolio than for a portfolio that invests solely in Investment Grade or equivalent quality fixed-income securities. Below Investment Grade securities are also subject to greater risk of loss of principal and interest and are generally less liquid and more volatile. There can be no assurance that any distribution payments will occur and the Portfolio has no specific maturity.

The Portfolio is subject to market, interest rate and currency fluctuations and to other risks inherent in investing in securities. Therefore, no assurance can be given that the investment objective will be achieved, that invested capital will be preserved, or that capital appreciation will occur. Investment results may vary substantially on a monthly, quarterly or annual basis. An investment in the Portfolio does not represent a complete investment program.

For a chart summarizing the principal risks of the Portfolio and a more detailed discussion of these and other risks applicable to the Portfolio, investors should refer to "Risk Factors" in Section II.

Profile of the Typical Investor

The Portfolio will suit higher risk-tolerant investors seeking the income potential of fixed-income investment. Investors are encouraged to consult their independent financial advisors regarding the suitability of Shares of the Portfolio for their investment needs.

Distributions

For class A, B, C, I, JA and J shares (and corresponding H shares), the Management Company intends to declare daily and pay monthly dividends equal to all or substantially all of the Portfolio's net income attributable to each class of Shares.

For class AT, BT, CT, IT, NT and S1D shares (and corresponding H and DUR PH shares), the Management Company intends to declare and pay monthly dividends equal to all or substantially all of the Portfolio's net income attributable to each class of Shares.

For class AK and CK shares (and corresponding H shares), the Management Company intends to declare and pay bi-annually dividends equal to all or substantially all of the Portfolio's net income attributable to each class of Shares.

For class AM shares, the Management Company intends to declare and pay monthly distributions. The Management Company intends to maintain a fixed distribution of 5% (annualized) per share for AM shares. As such, distributions may come from net income, realized and unrealized gains and/or capital attributable to the relevant class. Distributions from capital may represent a return of the investor's original investment amount and as such may result in a decrease in the NAV per share for the relevant class. The Management Company will periodically review the level of income and expenses at the AM class level, along with the fixed distribution percentage and may decide to decrease or increase the fixed distribution percentage. Such percentage will be reflected in the next update of the prospectus and in the meantime, shareholders may obtain the latest percentage at www.abglobal.com.

For class AA, BA, IA and SA shares (and corresponding H and DUR PH shares), the Management Company intends to declare and make monthly distributions. For class AR shares (and corresponding H shares), the Management Company intends to declare and make annual distributions. The Management Company intends to maintain a stable distribution rate per share for such share classes. The distribution rate is to be derived from gross income (before deduction of fees and expenses) and distributions may also include realized and unrealized gains and capital attributable to such classes of Shares. Since fees and expenses do not reduce the distribution rate, the NAV per Share of the relevant classes will be reduced by such fees and expenses.

For class S1QD shares (and corresponding H shares), the Management Company intends to declare and pay quarterly dividends equal to all or substantially all of the Portfolio's net income attributable to the class of Shares.

The Management Company also may determine if and to what extent dividends paid include realized capital gains and/or are paid out of capital attributable to the relevant class of Shares. To the extent the net income and net realized profits attributable to these Shares exceed the amount declared payable, the excess return will be reflected in the respective Net Asset Value of such Shares. Dividends may be automatically reinvested at the election of the Shareholder.

For class A2, B2, C2, I2, N2, S and S1 shares (and corresponding H and DUR PH shares), the Management Company currently does not intend to pay dividends with respect to the Shares. Therefore, any net income and net realized profits attributable to the Shares will be reflected in the respective Net Asset Value of the Shares.

Management Company, Administrator, Custodian and Transfer Agent Fees

For all Shares (and corresponding H and DUR PH shares) except class S, S1D, S1QD, S1 and SA shares (and corresponding H shares), the Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the Shares equal to 0.10% of average daily Net Asset Value. The Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the class S, S1D, S1QD, S1 and SA shares (and corresponding H shares) equal to the lesser of \$50,000 or 0.01% of average daily Net Asset Value.

The Administrator fee, Custodian fee and Transfer Agent fee for the Portfolio are paid out of the assets of the Portfolio in accordance with the usual practice in Luxembourg. As of 31 August 2014, the annualized amounts expressed as a percentage of average daily Net Asset Value of the Portfolio of the Administrator fee, Custodian fee and Transfer Agent fee were less than 0.001%, 0.01% and 0.09%, respectively. These fees may decrease or increase depending on the assets of the Portfolio and transaction volume or for other reasons.

Organizational Expenses

The Portfolio has no unamortized organizational expenses.

Historical Performance

Information on the historical performance of the Portfolio may be found in the Portfolio's KIIDs and at www.abglobal.com.

History

The Portfolio was established as a portfolio of the Fund on 1 July 1993.

AllianceBernstein—European Income Portfolio

Investment Objective and Policies

Investment Objective

The investment objective of the Portfolio is to achieve high total return by maximizing current income and, to the extent consistent with that objective, capital appreciation. The Investment Manager intends to manage the Portfolio to maximize current income by taking advantage of market developments, yield disparities and variations in the creditworthiness of issuers.

Description of Investment Discipline and Process

The Portfolio will pursue this objective through investment primarily in fixed-income securities of European companies and governments. The Investment Manager will invest at any time at least two-thirds (2/3) of the Portfolio's total assets in such securities, and may invest up to one-third (1/3) of total assets in Euro- or European currency-denominated fixed-income securities of non-European issuers.

Also, the Investment Manager expects that approximately 65% of the Portfolio's total assets will be invested in Investment Grade fixed-income securities, with approximately 35% of the Portfolio's total assets invested in securities that are rated below Investment Grade. However, the Portfolio will be authorized to invest up to 50% of its total assets in below Investment Grade fixed-income securities if the Investment Manager deems such investments appropriate in light of prevailing market conditions.

In addition, the Investment Manager expects that 100% of the Portfolio's total assets will be invested in securities denominated in European currencies, with at least 65% of such securities denominated in Euros. A "European company" is a company that has its registered office in Europe or that carries out a preponderant part of its economic activities in Europe. European countries comprise Western, Central and Eastern Europe (both EU and non-EU members), as well as Turkey.

Investments will be made in securities listed on regulated markets, which are generally recognized, operational and open to the public in Western, Central and Eastern Europe (including both EU and non-EU members), as well as Turkey.

The Portfolio has no limitation as to the amount of its total assets that may be invested in a single country or a single industry. The Portfolio may invest up to 25% of its total assets in newly developing markets that are not Investment Grade rated. The Portfolio also may invest up to 10% of its total assets in securities not quoted or in the process of being quoted.

The Investment Manager believes that the continued pace of economic integration and political change in Europe creates the potential for many attractive investment opportunities for the Fund. As protectionism is reduced coincident with the entry of various European countries into the EU, many companies will seek to raise capital in the international capital markets in the form of debt issuance, particularly in Euro-denominated debt.

The Portfolio seeks to take advantage of the Investment Manager's fixed income research capabilities. The Investment Manager's team of fixed income research analysts has broad-based, multi-sector experience. Their efforts are supplemented by the extensive industry expertise of the Investment Manager's equity and international research analysts.

In evaluating fixed income obligations, the Investment Manager will utilize its internal credit analysis resources as well as financial and

economic information obtained from other sources. With respect to corporate issuers, the Investment Manager will consider the financial condition of the issuer and market and economic conditions relevant to its operations. In terms of governmental obligations, the Investment Manager will review the financial position of the issuer and political and economic conditions in the relevant country. Investment in securities of supranational entities is subject to the additional risk that member governments may fail to make required capital contributions and that a supranational entity may thus be unable to meet its obligations.

The Investment Manager will attempt to reduce the risk inherent in the Portfolio's investment approach through credit analysis, diversification and attention to current developments and trends in interest rates and economic and political situations in European countries.

Other Investment Policies

The Portfolio may seek to hedge against securities market and currency fluctuations through the use of listed futures and options, and OTC derivative instruments, including swaps, options and currency transactions. Investing in the fixed-income securities of European companies and sovereigns and the other securities in which the Portfolio may invest involve special considerations and risks.

Currency Hedged Share Classes

One or more of the Portfolio's share classes offered in a particular currency (each, an "Offered Currency") may be hedged to such Offered Currency. Any such share class will constitute a "Currency Hedged Share Class." Currency Hedged Share Classes aim to provide investors a return more closely correlated to the Portfolio's base currency return by reducing the effect of exchange rate fluctuations between the Portfolio's base currency (*i.e.*, Euro) and the relevant Offered Currency, taking into account practical considerations such as transaction costs. The hedging strategy employed is designed to reduce, but may not eliminate, currency exposure between the Portfolio's base currency and the Offered Currency.

Currency Hedged Share Classes do not affect the investment management of the Portfolio's underlying assets since it is only the net asset value (NAV) of the Currency Hedged Share Classes, not the Portfolio's underlying assets, which is hedged to the Offered Currency. Expenses incurred as a result of such hedging activity will be borne by the Currency Hedged Share Class in relation to which such expenses are incurred.

For additional information on share class hedging, see "How to Purchase Shares—Currency Hedged Share Classes" in Section II.

Risk Factors linked to RMB Hedged Share Classes. Since 2005, the RMB exchange rate is no longer pegged to the U.S. dollar. RMB has now moved to a managed floating exchange rate based on market supply and demand with reference to a basket of foreign currencies. The daily trading price of the RMB against other major currencies in the inter-bank foreign exchange market is allowed to float within a narrow band around the central parity published by the People's Bank of China. RMB convertibility from offshore RMB (CNH) to onshore RMB (CNY) is a managed currency process subject to foreign exchange control policies of and

repatriation restrictions imposed by the Chinese government in coordination with the Hong Kong Monetary Authority (HKMA). The value of CNH could differ, perhaps significantly, from that of CNY due to a number of factors including without limitation those foreign exchange control policies and repatriation restrictions pursued by the Chinese government from time-to-time as well as other external market forces.

Since 2005, foreign exchange control policies pursued by the Chinese government have resulted in the general appreciation of RMB (both CNH and CNY). This appreciation may or may not continue and there can be no assurance that RMB will not be subject to devaluation at some point. Any devaluation of RMB could adversely affect the value of investors' investments in the RMB H shares.

The RMB H shares participate in the offshore RMB (CNH) market, which allows investors to freely transact CNH outside of mainland China with approved banks in the Hong Kong market (HKMA approved banks). The RMB H shares will have no requirement to remit CNH to onshore RMB (CNY).

Leverage. The Investment Manager does not expect to utilize bank borrowing in implementing the Portfolio's investment strategy. The expected level of leverage of the Portfolio is estimated to be in the 0% to 100% range of its Net Asset Value. The expected level of leverage is calculated as the sum of the notional of the financial derivative instruments held by the Portfolio. Pursuant to the CSSF Circular 11/512 dated 30 May 2011, this calculation methodology neither takes into account the fact that a particular financial derivative instrument increases or decreases the Portfolio's investment risks nor permits to net financial derivative instruments with reverse positions. Shareholders should be aware that (i) a higher level of expected leverage does not automatically imply a higher level of investment risk and (ii) the expected level of leverage disclosed above is mainly generated by the use of derivatives for hedging purposes or for efficient portfolio management. In addition, the actual leverage of the Portfolio may deviate from the above mentioned expected level of leverage.

Risk Measurement. The Investment Manager will utilize a Value-at-Risk ("VaR") methodology to monitor the global exposure (market risk) for the Portfolio. The global exposure of the Portfolio is measured by the absolute VaR methodology pursuant to which the VaR of the Portfolio may not exceed 20% of its Net Asset Value.

Summary Information

Portfolio Features

Recommended Investment Horizon	Long-term		
Currency of the Portfolio	Euro		
Net Asset Value Calculation	Each Business Day		
Net Asset Value Publication	Available at www.abglobal.com	Distributions*	For class A, B, C and I shares To be declared daily and payable monthly
Class Names	H means Currency Hedged Share Classes. For additional information on share class hedging, see "How to Purchase Shares—Currency Hedged Share Classes" and "Risk Factors -- Currency Hedged Share Class Risk" in Section II.		For class AT, BT, CT and IT shares To be declared and payable monthly For class AM shares To be declared and payable monthly with a fixed distribution rate of 5%
Order Cut-Off Times	For Euro-Denominated Share Classes 4:00 P.M. U.S. Eastern Time on each Business Day For Currency Hedged Share Classes (except RMB Hedged Share Classes) 6:00 P.M. Central European Time on each Business Day For RMB Hedged Share Classes 1:00 P.M. Central European Time on each Business Day		For class AA, BA and SA shares To be declared and payable monthly with a distribution rate to be derived from gross income (before deduction of fees and expenses) For class A2, B2, C2, I2, S and S1 shares None. For class AK and CK shares To be declared and payable bi-annually For class AR shares To be declared and payable annually with a distribution rate to be derived from gross income (before deduction of fees and expenses)
			See "Distributions" below.
			*Includes Hedged Share Classes

Share Class Fees and Charges¹

	Initial Sales Charge ³	Management Fee ⁴	Distribution Fee ⁵	Contingent Deferred Sales Charge ⁶
Euro-Denominated Share Classes				
Class A and A2 Shares	Up to 6.25%	1.10%	None	None
Class AT Shares	Up to 6.25%	1.10%	None	None
Class AK Shares	Up to 6.25%	1.10%	None	None
Class AM Shares	Up to 6.25%	1.10%	None	None
Class AA Shares	Up to 6.25%	1.10%	None	None
Class AR Shares	Up to 6.25%	1.10%	None	None
Class B and B2 Shares ²	None	1.10%	0.70%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class BT Shares ²	None	1.10%	0.70%	0–1 years held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class BA Shares ²	None	1.10%	0.70%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class C and C2 Shares	None	1.55%	None	0–1 year held=1.0% thereafter 0%
Class CT Shares	None	1.55%	None	0–1 year held=1.0% thereafter 0%
Class CK Shares	None	1.55%	None	0–1 year held=1.0% thereafter 0%

Class I and I2 Shares ⁸	Up to 1.50%	0.55%	None	None
Class S Shares ⁷	None	None	None	None
Class S1 Shares	None	0.50%	None	None
USD Hedged Share Classes				
Class A2 USD H Shares	Up to 6.25%	1.10%	None	None
Class AT USD H Shares	Up to 6.25%	1.10%	None	None
Class AA USD H Shares	Up to 6.25%	1.10%	None	None
				0–1 year held=3.0%
				1–2 yrs=2.0%
				2–3 yrs=1.0%
				3+ yrs=0%
Class BT USD H Shares ²	None	1.10%	0.70%	
				0–1 year held=3.0%
				1–2 yrs=2.0%
				2–3 yrs=1.0%
				3+ yrs=0%
Class BA USD H Shares ²	None	1.10%	0.70%	
				0–1 year held=3.0%
				1–2 yrs=2.0%
				2–3 yrs=1.0%
				3+ yrs=0%
Class I2 USD H Shares ⁸	Up to 1.50%	0.55%	None	None
Class IT USD H Shares ⁸	Up to 1.50%	0.55%	None	None
Class S1 USD H Shares	None	0.50%	None	None
Class SA USD H Shares ⁷	None	None	None	None
AUD Hedged Share Classes				
Class AT AUD H Shares	Up to 6.25%	1.10%	None	None
Class AA AUD H Shares	Up to 6.25%	1.10%	None	None
				0–1 year held=3.0%
				1–2 yrs=2.0%
				2–3 yrs=1.0%
				3+ yrs=0%
Class BT AUD H Shares ²	None	1.10%	0.70%	
				0–1 year held=3.0%
				1–2 yrs=2.0%
				2–3 yrs=1.0%
				3+ yrs=0%
Class BA AUD H Shares ²	None	1.10%	0.70%	
				0–1 year held=3.0%
				1–2 yrs=2.0%
				2–3 yrs=1.0%
				3+ yrs=0%
Class I2 AUD H Shares ⁸	Up to 1.50%	0.55%	None	None
SGD Hedged Share Classes				
Class A2 SGD H Shares	Up to 6.25%	1.10%	None	None
Class AT SGD H Shares	Up to 6.25%	1.10%	None	None
Class AA SGD H Shares	Up to 6.25%	1.10%	None	None
HKD Hedged Share Classes				
Class AA HKD H Shares	Up to 6.25%	1.10%	None	None
RMB* Hedged Share Classes				
Class AA RMB H Shares	Up to 6.25%	1.10%	None	None
CHF Hedged Share Classes				
Class A2 CHF H Shares	Up to 6.25%	1.10%	None	None
Class I2 CHF H Shares ⁸	Up to 1.50%	0.55%	None	None

1 The Management Company, Administrator, Custodian and Transfer Agent are entitled to receive, out of the assets of the Portfolio, fees as described under "Other Portfolio Information—Management Company, Administrator, Custodian and Transfer Agent Fees" below. The Portfolio also bears all of its other expenses. See "How to Purchase Shares" and "Additional Information—Fees and Expenses" in Section II. The Management Company has voluntarily undertaken, until the Management Company on behalf of the Fund notifies Shareholders to the contrary, that if, in any fiscal year, the aggregate fees and expenses with respect to the following share classes of the Portfolio (including any management fee and all other fees and expenses set out in "Additional Information—Fees and Expenses" in Section II, including Luxembourg *Taxe d'Abonnement* but exclusive of certain other taxes, brokerage (if applicable) and interest on borrowings) exceed the following percentages of the Portfolio's average Net Asset Value for the fiscal year attributable to the Portfolio's share classes (and corresponding H shares) as follows: A (1.41%), AT (1.41%), A2 (1.41%), AK (1.41%), AM (1.41%), AA (1.41%), AR (1.41%), B (2.11%), BT (2.11%), B2 (2.11%), BA (2.11%), C (1.86%), C2 (1.86%), CT (1.86%), CK (1.86%), I (0.86%), I2 (0.86%), IT (0.86%), S (0.15%), S1 (0.65%) and SA (0.15%), the Fund may deduct from the payment to be made to the

Management Company, or the Management Company will otherwise bear, such excess fees and expenses.

2 After six years from the date of purchase, class B, B2, BA and BT Shareholders will have the right to request a conversion to class A, A2, AA and AT shares, respectively, without charge from either the Fund or the Management Company. For further details on the conversion right, please refer to "How to Exchange or Convert Shares—Conversion of CDSC Shares" in Section II of the Prospectus.

3 As a percentage of purchase price.

4 As an annual percentage of average daily Net Asset Value. With respect to certain share classes, the management fee may also include a component that is paid to distributors or other financial intermediaries and service providers. For further details on the management fee, please refer to "Additional Information—Fees and Expenses" in Section II.

5 As an annual percentage of average daily Net Asset Value.

6 As a percentage of the lesser of the current Net Asset Value or original cost of the Shares being redeemed and based upon the duration that such Shares are held. CDSC Shares may only be purchased through a dealer authorized by the Distributor to offer such shares. Those investors considering an investment in CDSC Shares should speak with their financial advisor for

details. With respect to class C, C2, CK and CT shares (and corresponding H shares), a dealer may elect to waive the contingent deferred sales charge in certain circumstances.

investor a fee at the product level, and (iii) other investors at the Management Company's discretion.

7 Class S and SA USD H shares are reserved for institutional investors that have entered into an agreement with the Management Company and are being charged an investment management fee separately.

* "RMB" refers to offshore RMB ("CNH") and not onshore RMB known as CNY.

8 Available to (i) investors purchasing Shares through Distributors who have separate fee arrangements with such investors, (ii) product structures that purchase the Shares directly, or on behalf of an end investor and assess such

Other Share Class Features

	Offered Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg Tax <i>d'Abonnement</i> ***
Euro-Denominated Share Classes					
Class A and A2 Shares	Euro	€2,000	€750	None	0.05%
	Dollar	\$2,000	\$750		
	SGD (Class A2)	S\$3,000	S\$1,000		
Class AT Shares	Euro	€2,000	€750	None	0.05%
	Dollar	\$2,000	\$750		
	SGD	S\$3,000	S\$1,000		
Class AK Shares	Euro	€2,000	€750	None	0.05%
Class AM Shares	Euro	€2,000	€750	None	0.05%
Class AA Shares	Euro	€2,000	€750	None	0.05%
Class AR Shares	Euro	€2,000	€750	None	0.05%
Class B and B2 Shares	Euro	€2,000	€750	€250,000	0.05%
	Dollar	\$2,000	\$750	\$250,000	
	SGD (Class B2)	S\$3,000	S\$1,000	S\$350,000	
Class BT Shares	Euro	€2,000	€750	€250,000	0.05%
	Dollar	\$2,000	\$750	\$250,000	
	SGD	S\$3,000	S\$1,000	S\$350,000	
Class BA Shares	Euro	€2,000	€750	€250,000	0.05%
Class C and C2 Shares	Euro	€2,000	€750	None	0.05%
	Dollar	\$2,000	\$750		
	SGD (Class C2)	S\$3,000	S\$1,000		
Class CT Shares	Euro	€2,000	€750	None	0.05%
	Dollar	\$2,000	\$750		
Class CK Shares	Euro	€2,000	€750	None	0.05%
Class I and I2 Shares	Dollar	\$1 million**	None	None	0.05%
	Euro	€1 million**			
	SGD (Class I2)	S\$1.5 million**			
Class S Shares	Euro	€20 million**	None	None	0.01%
	Dollar	\$25 million**			
Class S1 Shares	Euro	€20 million**	None	None	0.01%
	Dollar	\$25 million**			
	Hedged Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg Tax <i>d'Abonnement</i> ***
AUD Hedged Share Classes					
Class AT AUD H Shares	AUD	A\$2,000	A\$750	None	0.05%
Class AA AUD H Shares	AUD	A\$2,000	A\$750	None	0.05%
Class BT AUD H Shares	AUD	A\$2,000	A\$750	A\$250,000	0.05%
Class BA AUD H Shares	AUD	A\$2,000	A\$750	A\$250,000	0.05%
Class I2 AUD H Shares	AUD	A\$1 million**	None	None	0.05%

USD Hedged Share Classes					
Class A2 USD H Shares	Dollar	\$2,000	\$750	None	0.05%
Class AT USD H Shares	Dollar	\$2,000	\$750	None	0.05%
Class AA USD H Shares	Dollar	\$2,000	\$750	None	0.05%
Class BT USD H Shares	Dollar	\$2,000	\$750	\$250,000	0.05%
Class BA USD H Shares	Dollar	\$2,000	\$750	\$250,000	0.05%
Class I2 USD H Shares	Dollar	\$1 million**	None	None	0.05%
Class IT USD H Shares	Dollar	\$1 million**	None	None	0.05%
Class S1 USD H Shares	Dollar	\$25 million**	None	None	0.01%
Class SA USD H Shares	Dollar	\$25 million**	None	None	0.01%
SGD Hedged Share Classes					
Class A2 SGD H Shares	SGD	S\$3,000	S\$1,000	None	0.05%
Class AT SGD H Shares	SGD	S\$3,000	S\$1,000	None	0.05%
Class AA SGD H Shares	SGD	S\$3,000	S\$1,000	None	0.05%
HKD Hedged Share Classes					
Class AA HKD H Shares	HKD	HK\$15,000	HK\$5,000	None	0.05%
RMB Hedged Share Classes					
Class AA RMB H Shares	RMB	RMB 10,000	RMB 3,750	None	0.05%
CHF Hedged Share Classes					
Class A2CHF H Shares	CHF	CHF 2,000	CHF 750	None	0.05%
Class I2 CHF H Shares	CHF	CHF 1 million	None	None	0.05%

* Does not apply to automatic investment plans, where offered.

** May be waived by the Management Company in its sole discretion.

*** Annual Luxembourg tax payable quarterly by each portfolio.

Other Portfolio Information

Principal Investment Types

For a chart summarizing the principal types of investments used by the Portfolio and a description of securities and other instruments in which the Portfolio may invest, investors should refer to "Investment Types" in Section II beginning on page II-7. The ability of the Portfolio to invest in any securities or instruments is subject to the restrictions in the Portfolio's stated investment objective and policies and the limitations contained in "Investment Restrictions" in Appendix A to Section II.

Risk Profile

Fixed-income securities in which the Portfolio will invest are subject to the credit risk of the private and public institutions offering these securities and their market value is influenced by changes in interest rates. Because the Portfolio's fixed-income securities investments may be below Investment Grade quality, these risks are higher for this Portfolio than for a portfolio that invests solely in Investment Grade or equivalent quality fixed-income securities. Below Investment Grade securities are also subject to greater risk of loss of principal and interest and are generally less liquid and more volatile. There can be no assurance that any distribution payments will occur and the Portfolio has no specific maturity.

The Portfolio is subject to market, interest rate and currency fluctuations and to other risks inherent in investing in securities. Therefore, no assurance can be given that the investment objective will be achieved, that invested capital will be preserved, or that capital appreciation will occur. Investment results may vary substantially on a monthly, quarterly or annual basis. An investment in the Portfolio does not represent a complete investment program.

For a chart summarizing the principal risks of the Portfolio and a more detailed discussion of these and other risks applicable to the Portfolio, investors should refer to "Risk Factors" in Section II.

Profile of the Typical Investor

The Portfolio will suit higher risk-tolerant investors seeking the income potential of fixed-income investment. Investors are encouraged to consult their independent financial advisors regarding the suitability of Shares of the Portfolio for their investment needs.

Distributions

For class A, B, C and I shares, the Management Company intends to declare daily and pay monthly dividends equal to all or substantially all of the Portfolio's net income attributable to each class of Shares. For class AT, BT, CT and IT shares (and corresponding H shares), the Management Company intends to declare and pay monthly dividends equal to all or substantially all of the Portfolio's net income attributable to each class of Shares.

For class AK and CK shares, the Management Company intends to declare and pay bi-annually dividends equal to all or substantially all of the Portfolio's net income attributable to each class of Shares.

For class AM shares, the Management Company intends to declare and pay monthly distributions. The Management Company intends to maintain a fixed distribution of 5% (annualized) per share for AM shares. As such, distributions may come from net income, realized and unrealized gains and/or capital attributable to the relevant class. Distributions from capital may represent a return of the investor's original investment amount and as such may result in a decrease in the NAV per share for the relevant class. The Management Company will periodically review the level of income and expenses at the AM class level, along with the fixed distribution percentage and may

decide to decrease or increase the fixed distribution percentage. Such percentage will be reflected in the next update of the prospectus and in the meantime, shareholders may obtain the latest percentage at www.abglobal.com.

For class AA, BA and SA shares (and corresponding H shares), the Management Company intends to declare and make monthly distributions. For class AR shares, the Management Company intends to declare and make annual distributions. The Management Company intends to maintain a stable distribution rate per share for such share classes. The distribution rate is to be derived from gross income (before deduction of fees and expenses) and distributions may also include realized and unrealized gains and capital attributable to such classes of Shares. Since fees and expenses do not reduce the distribution rate, the NAV per Share of the relevant classes will be reduced by such fees and expenses.

The Management Company also may determine if and to what extent dividends paid include realized capital gains and/or are paid out of capital attributable to the relevant class of Shares. To the extent the net income and net realized profits attributable to these Shares exceed the amount declared payable, the excess return will be reflected in the respective Net Asset Value of such Shares. Dividends may be automatically reinvested at the election of the Shareholder.

For class A2, B2, C2, I2, S and S1 shares (and corresponding H shares), the Management Company currently does not intend to pay dividends with respect to the Shares. Therefore, any net income and net realized profits attributable to the Shares will be reflected in the respective Net Asset Value of the Shares.

Management Company, Administrator, Custodian and Transfer Agent Fees

For all Shares (and corresponding H shares) except class S, S1 and SA shares (and corresponding H shares), the Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the Shares equal to 0.10% of average daily Net Asset Value. The Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the class S, S1 shares and SA (and corresponding H shares) equal to the lesser of \$50,000 or 0.01% of average daily Net Asset Value.

The Administrator fee, Custodian fee and Transfer Agent fee for the Portfolio are paid out of the assets of the Portfolio in accordance with the usual practice in Luxembourg. As of 31 August 2014, the annualized amounts expressed as a percentage of average daily Net Asset Value of the Portfolio of the Administrator fee, Custodian fee and Transfer Agent fee were 0.01%, 0.00% and 0.04%, respectively. These fees may decrease or increase depending on the assets of the Portfolio and transaction volume or for other reasons.

Organizational Expenses

The Portfolio has no unamortized organizational expenses.

Historical Performance

Information on the historical performance of the Portfolio may be found in the Portfolio's KIIDs and at www.abglobal.com.

History

The Portfolio was established as a portfolio of the Fund on 26 February 1999.

AllianceBernstein—Emerging Markets Debt Portfolio

Investment Objective and Policies

Investment Objective

The Portfolio's investment objective is to maximize total returns from price appreciation and income.

Investment Discipline and Processes

General. The Investment Manager believes inefficiencies in the global debt markets arise from investor emotion, market complexity and conflicting investment agendas. The Investment Manager combines quantitative forecasts with fundamental credit and economic research in seeking to exploit these inefficiencies.

Investment Strategy. AB's Emerging Market Debt Strategy seeks to generate returns in excess of the benchmark through a combination of country selection, currency allocation, sector analysis and security selection.

The Portfolio's investments in sovereign debt obligations and non-U.S. corporate fixed-income securities emphasize countries that are included in the J.P. Morgan Emerging Markets Bond Index Global or are considered at the time of purchase to be emerging markets or developing countries. The Portfolio invests at least two-thirds of its total assets in sovereign and quasi-sovereign (*i.e.* debt issued by supranational organizations and other government-related entities) debt obligations.

The Portfolio is non-diversified, meaning it may invest more of its assets in a fewer number of issuers.

Investment Policies

The Investment Manager expects that at any time at least 80% of the Portfolio's total assets will be invested in emerging market debt securities, and in no case will the amount of the Portfolio's total assets invested in such securities be less than two-thirds of the Portfolio's total assets. Emerging market countries are those not characterized as high income countries by the World Bank, based on per capita gross national income (to obtain the World Bank's list of such countries, please go to:

<http://siteresources.worldbank.org/DATASTATISTICS/Resources/C LASS.XLS>). Furthermore, the Portfolio will invest no more than 25% of its total assets in convertible bonds, no more than 30% of its total assets in money market instruments and no more than 10% of its total assets in equity securities. Fixed-income securities and other assets, including cash, which the Portfolio may hold, may be denominated in various currencies. The Portfolio may invest in structured securities (both Investment Grade and non-Investment Grade) originated by a wide range of originators and sponsors.

Financial Derivative Instruments. The Investment Manager may use a wide array of derivative products and strategies when implementing the Portfolio's investment strategy. Such financial derivative instruments may include, but are not limited to, swaps (including interest rate swaps ("IRS"), total rate of return swaps ("TRS") and credit default swaps ("CDS")), swaptions, options, futures and currency transactions (including forward currency contracts). These financial derivative instruments (including OTC derivatives and exchange-traded financial derivative instruments) may be employed for the following purposes: (i) as an alternative to investing directly in the underlying investments, (ii) to manage duration; and (iii) to hedge against interest rate, credit and currency fluctuations. With respect to CDS, the Portfolio may both "sell" protection in order to gain exposure and "buy" protection to hedge credit exposure.

Leverage. The Investment Manager does not expect to utilize bank borrowing in implementing the Portfolio's investment strategy. The expected level of leverage of the Portfolio is estimated to be in the 0% to 100% range of its Net Asset Value. The expected level of leverage is calculated as the sum of the notional of the financial derivative instruments held by the Portfolio. Pursuant to the CSSF Circular 11/512 dated 30 May 2011, this calculation methodology neither takes into account the fact that a particular financial derivative instrument increases or decreases the Portfolio's investment risks nor permits to net financial derivative instruments with reverse positions. Shareholders should be aware that (i) a higher level of expected leverage does not automatically imply a higher level of investment risk and (ii) the expected level of leverage disclosed above is mainly generated by the use of derivatives for hedging purposes or for efficient portfolio management. In addition, the actual leverage of the Portfolio may deviate from the above mentioned expected level of leverage.

Risk Measurement. The Investment Manager will utilize a Value-at-Risk ("VaR") methodology to monitor the global exposure (market risk) for the Portfolio. The global exposure of the Portfolio is measured by the absolute VaR methodology pursuant to which the VaR of the Portfolio may not exceed 20% of its Net Asset Value.

VaR approach takes into account the current value of the underlying assets, the counterparty risk, foreseeable market movements and the time available to liquidate the positions in the Portfolio to give an estimate of the level of potential loss on a portfolio.

Structured Investments. The Portfolio may invest in structured securities (both Investment Grade and non-Investment Grade) originated by a wide range of originators and sponsors. Structured securities may include non-agency (*i.e.* privately issued) mortgage-backed securities ("MBS") and adjustable-rate mortgage securities ("ARMS") and collateralized mortgage obligations ("CMOs"), as well as other asset-backed securities ("ABS"), commercial mortgage-backed securities ("CMBS") and collateralized debt obligations ("CDOs") and related financial derivative instruments and currencies.

Credit Quality. The Portfolio's assets may be invested both in Investment Grade and below investment grade securities, which may include securities having the lowest rating for non-subordinated debt instruments and unrated securities of equivalent investment quality. The Investment Manager currently expects that a significant portion of the Portfolio, which may at any time exceed 50% of total assets, may be invested in non-Investment Grade securities.

Maturity and Duration. The Investment Manager expects that the weighted average maturity of the Portfolio's investments will normally range between nine and 30 years.

Country Concentration. The Portfolio may invest up to 30% of its net assets in a single country.

Currency Management. The Portfolio generally invests in Dollar-denominated sovereign debt obligations and U.S. and non-U.S. corporate fixed-income securities. The Investment Manager may adjust the Portfolio's currency exposures and/or invest in any currency based on the anticipated risk/return profile

of such currencies as indicated by the Investment Manager's research. The Portfolio may invest in non-U.S. Dollar-denominated fixed-income securities; however, the Investment Manager intends to limit the Portfolio's currency exposure to (i) 5% in any single non-U.S. Dollar currency and (ii) 20% in aggregate non-US Dollar currency.

Pooled Vehicles. The Portfolio may also invest up to 10% of its net assets in pooled vehicles sponsored by the Investment Manager to both more efficiently manage its assets and to gain exposure to certain asset classes.

Other Investment Policies

Lack of Liquidity. The Portfolio may invest up to 10% of its net assets in securities which have a lack of liquidity. See paragraph (5) of "Investment Restrictions" in Appendix A to Section II. The Portfolio may not be readily able to sell such securities. Moreover, there may be contractual restrictions on resale of securities. In addition, other types of securities are subject to this 10% restriction.

Defensive Position – Holding Cash or Cash Equivalents. The Portfolio may, as a temporary defensive measure or to provide for redemptions or in anticipation of investment in various international markets, hold cash or cash equivalents (in Dollars or other currencies) and short-term fixed-income securities, including money market securities.

Fixed-income securities and other assets, including cash, which the Portfolio may hold, may be denominated in various currencies.

Currency Hedged Share Classes

One or more of the Portfolio's share classes offered in a particular currency (each, an "Offered Currency") may be hedged to such Offered Currency. Any such share class will constitute a "Currency Hedged Share Class." Currency Hedged Share Classes aim to provide investors a return more closely correlated to the Portfolio's base currency return by reducing the effect of exchange rate fluctuations between the Portfolio's base currency (*i.e.*, Dollar) and the relevant Offered Currency, taking into account practical considerations such as transaction costs. The hedging strategy employed is designed to reduce, but may not eliminate, currency exposure between the Portfolio's base currency and the Offered Currency.

Currency Hedged Share Classes do not affect the investment management of the Portfolio's underlying assets since it is only the net asset value (NAV) of the Currency Hedged Share Classes, not the Portfolio's underlying assets, which is hedged to the Offered Currency. Expenses incurred as a result of such hedging activity will be borne by the Currency Hedged Share Class in relation to which such expenses are incurred.

For additional information on share class hedging, see "How to Purchase Shares—Currency Hedged Share Classes" in Section II.

Risk Factors linked to RMB Hedged Share Classes. Since 2005, the RMB exchange rate is no longer pegged to the U.S. dollar. RMB has now moved to a managed floating exchange rate based on market supply and demand with reference to a basket of foreign currencies. The daily trading price of the RMB against other major currencies in the inter-bank foreign exchange market is allowed to float within a narrow band around the central parity published by the People's Bank of China. RMB convertibility from offshore RMB (CNH) to onshore RMB (CNY) is a managed currency process subject to foreign exchange control policies of and repatriation restrictions imposed by the Chinese government in coordination with the Hong Kong Monetary Authority (HKMA). The value of CNH could differ, perhaps significantly, from that of CNY due to a number of factors including without limitation those foreign exchange control policies and repatriation restrictions pursued by the Chinese government from time-to-time as well as other external market forces.

Since 2005, foreign exchange control policies pursued by the Chinese government have resulted in the general appreciation of RMB (both CNH and CNY). This appreciation may or may not continue and there can be no assurance that RMB will not be subject to devaluation at some point. Any devaluation of RMB could adversely affect the value of investors' investments in the RMB H shares.

The RMB H shares participate in the offshore RMB (CNH) market, which allows investors to freely transact CNH outside of mainland China with approved banks in the Hong Kong market (HKMA approved banks). The RMB H shares will have no requirement to remit CNH to onshore RMB (CNY).

Summary Information

Portfolio Features

Recommended Investment Horizon	Long-term	Order Cut-Off Times	<i>For USD-Denominated and EUR-Denominated Share Classes</i> 4:00 P.M. U.S. Eastern Time on each Business Day
Currency of the Portfolio	USD		<i>For Currency Hedged Share Classes (except RMB Hedged Share Classes)</i>
Net Asset Value Calculation	Each Business Day		6:00 P.M. Central European Time on each Business Day
Net Asset Value Calculation	Available at www.abglobal.com		<i>For RMB Hedged Share Classes</i> 12:00 P.M. Hong Kong Time on each Business Day (until February 26, 2015)
			1:00 P.M. Central European Time on each Business Day (as of February 27, 2015)

Class Names	H means Currency Hedged Share Classes. For additional information on share class hedging, see "How to Purchase Shares—Currency Hedged Share Classes" and "Risk Factors -- Currency Hedged Share Class Risk" in Section II.	Distributions*	<p><i>For class A, B, C and I shares</i> To be declared daily and payable monthly</p> <p><i>For class AT, BT, CT, IT and NT shares</i> To be declared and payable monthly</p> <p><i>For class AM shares</i> To be declared and payable monthly with a fixed distribution rate of 5%</p> <p><i>For class AA, BA and SA shares</i> To be declared and payable monthly with a distribution rate to be derived from gross income (before deduction of fees and expenses)</p> <p><i>For class AR shares</i> To be declared and payable annually with a distribution rate to be derived from gross income (before deduction of fees and expenses)</p> <p><i>For class A2, B2, C2, I2, N2, S, S1 and S1 2 shares</i> None.</p> <p>See "Distributions" below.</p> <p>*Includes Hedged Share Classes</p>
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Share Class Fees and Charges¹

	Initial Sales Charge ³	Management Fee ⁴	Distribution Fee ⁵	Contingent Deferred Sales Charge ⁶
USD-Denominated Share Classes				
Class A and A2 Shares	Up to 6.25%	1.10%	None	None
Class AT Shares	Up to 6.25%	1.10%	None	None
Class AM Shares	Up to 6.25%	1.10%	None	None
Class AA Shares	Up to 6.25%	1.10%	None	None
Class B and B2 Shares ²	None	1.10%	1.00%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class BT Shares ²	None	1.10%	1.00%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class BA Shares ²	None	1.10%	1.00%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%

Class C and C2 Shares	None	1.55%	None	0-1 year held=1.0% thereafter 0%
Class CT Shares	None	1.55%	None	0-1 year held=1.0% thereafter 0%
Class I and I2 Shares ⁸	Up to 1.50%	0.55%	None	None
Class IT Shares ⁸	Up to 1.50%	0.55%	None	None
Class N2 and NT Shares	Up to 3.00%	1.65%	None	None
Class S Shares ⁷	None	None	None	None
Class S1 2 Shares	None	0.55%	None	None
Class SA Shares ⁷	None	None	None	None
EUR-Denominated Share Classes				
Class AR Shares	Up to 6.25%	1.10%	None	None
EUR Hedged Share Classes				
Class A2 EUR H Shares	Up to 6.25%	1.10%	None	None
Class AT EUR H Shares	Up to 6.25%	1.10%	None	None
Class AA EUR H Shares	Up to 6.25%	1.10%	None	None
Class B2 EUR H Shares ²	None	1.10%	1.00%	0-1 year held=3.0% 1-2 yrs=2.0% 2-3 yrs=1.0% 3+ yrs=0%
Class BT EUR H Shares ²	None	1.10%	1.00%	0-1 year held=3.0% 1-2 yrs=2.0% 2-3 yrs=1.0% 3+ yrs=0%
Class C2 EUR H Shares	None	1.55%	None	0-1 year held=1.0% thereafter 0%
Class I2 EUR H Shares ⁸	Up to 1.50%	0.55%	None	None
Class IT EUR H Shares ⁸	Up to 1.50%	0.55%	None	None
Class S EUR H Shares ⁷	None	None	None	None
Class S1 EUR H Shares	None	0.55%	None	None
GBP Hedged Share Classes				
Class AT GBP H Shares	Up to 6.25%	1.10%	None	None
Class AA GBP H Shares	Up to 6.25%	1.10%	None	None
Class BT GBP H Shares ²	None	1.10%	1.00%	0-1 year held=3.0% 1-2 yrs=2.0% 2-3 yrs=1.0% 3+ yrs=0%
Class S GBP H Shares ⁷	None	None	None	None
Class S1 GBP H Shares	None	0.55%	None	None
AUD Hedged Share Classes				
Class AT AUD H Shares	Up to 6.25%	1.10%	None	None
Class AA AUD H Shares	Up to 6.25%	1.10%	None	None
Class BT AUD H Shares ²	None	1.10%	1.00%	0-1 year held=3.0% 1-2 yrs=2.0% 2-3 yrs=1.0% 3+ yrs=0%
Class BA AUD H Shares ²	None	1.10%	1.00%	0-1 year held=3.0% 1-2 yrs=2.0% 2-3 yrs=1.0% 3+ yrs=0%
Class I2 AUD H and IT AUD H Shares ⁸	Up to 1.50%	0.55%	None	None
SGD Hedged Share Classes				
Class A2 SGD H Shares	Up to 6.25%	1.10%	None	None
Class AT SGD H Shares	Up to 6.25%	1.10%	None	None
Class AA SGD H Shares	Up to 6.25%	1.10%	None	None
Class B2 SGD H Shares ²	None	1.10%	1.00%	0-1 year held=3.0% 1-2 yrs=2.0% 2-3 yrs=1.0% 3+ yrs=0%
Class BT SGD H Shares ²	None	1.10%	1.00%	0-1 year held=3.0% 1-2 yrs=2.0% 2-3 yrs=1.0% 3+ yrs=0%

Class IT SGD H Shares ⁸	Up to 1.50%	0.55%	None	None
RMB* Hedged Share Classes				
Class AA RMB H Shares	Up to 6.25%	1.10%	None	None
Class AT RMB H Shares	Up to 6.25%	1.10%	None	None
Class BA RMB H Shares ²	None	1.10%	1.00%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
CHF Hedged Share Classes				
Class A2 CHF H Shares	Up to 6.25%	1.10%	None	None
Class I2 CHF H Shares ⁸	Up to 1.50%	0.55%	None	None
NZD Hedged Share Classes				
Class AT NZD H Shares	Up to 6.25%	1.10%	None	None
Class AA NZD H Shares	Up to 6.25%	1.10%	None	None
Class BT NZD H Shares ²	None	1.10%	1.00%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
CAD Hedged Share Classes				
Class AT CAD H Shares	Up to 6.25%	1.10%	None	None
Class AA CAD H Shares	Up to 6.25%	1.10%	None	None
Class BT CAD H Shares ²	None	1.10%	1.00%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
ZAR Hedged Share Classes				
Class AA ZAR H Shares	Up to 6.25%	1.10%	None	None
Class BA ZAR H Shares ²	None	1.10%	1.00%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%

1 The Management Company, Administrator, Custodian and Transfer Agent are entitled to receive, out of the assets of the Portfolio, fees as described under "Other Portfolio Information—Management Company, Administrator, Custodian and Transfer Agent Fees" below. The Portfolio also bears all of its other expenses. See "How to Purchase Shares" and "Additional Information—Fees and Expenses" in Section II. The Management Company has voluntarily undertaken, until the Management Company on behalf of the Fund notifies Shareholders to the contrary, that if, in any fiscal year, the aggregate fees and expenses with respect to the following share classes of the Portfolio (including any management fee and all other fees and expenses set out in "Additional Information—Fees and Expenses" in Section II, including Luxembourg *Taxe d'Abonnement* but exclusive of certain other taxes, brokerage (if applicable) and interest on borrowings) exceed the following percentages of the Portfolio's average Net Asset Value for the fiscal year attributable to the Portfolio's share classes (and corresponding H shares) as follows: A (1.50%), A2 (1.50%), AT (1.50%), AM (1.50%), AA (1.50%), AR (1.50%), B (2.50%), B2 (2.50%), BT (2.50%), BA (2.50%), C (1.95%), C2 (1.95%), CT (1.95%), I (0.95%), I2 (0.95%), IT (0.95%), N2 (2.05%), NT (2.05%), S (0.15%), S1 (0.70%), S1 2 (0.70%) and SA (0.15%), the Fund may deduct from the payment to be made to the Management Company, or the Management Company will otherwise bear, such excess fees and expenses.

2 After four years from the date of purchase, class B, B2, BA and BT Shareholders will have the right to request a conversion to class A, A2, AA and AT shares, respectively, without charge from either the Fund or the Management Company. For further details on the conversion right, please refer to "How to Exchange or Convert Shares—Conversion of CDSC Shares" in Section II of the Prospectus.

3 As a percentage of purchase price.

4 As an annual percentage of average daily Net Asset Value. With respect to certain share classes, the management fee may also include a component that is paid to distributors or other financial intermediaries and service providers. For further details on the management fee, please refer to "Additional Information—Fees and Expenses" in Section II.

5 As an annual percentage of average daily Net Asset Value.

6 As a percentage of the lesser of the current Net Asset Value or original cost of the Shares being redeemed and based upon the duration that such Shares are held. CDSC Shares may only be purchased through a dealer authorized by the Distributor to offer such shares. Those investors considering an investment in CDSC Shares should speak with their financial advisor for details. With respect to class C, C2 and CT shares (and corresponding H shares), a dealer may elect to waive the contingent deferred sales charge in certain circumstances.

7 Class S and SA shares are reserved for institutional investors that have entered into an agreement with the Management Company and are being charged an investment management fee separately.

8 Available to (i) investors purchasing Shares through Distributors who have separate fee arrangements with such investors, (ii) product structures that purchase the Shares directly, or on behalf of an end investor and assess such investor a fee at the product level, and (iii) other investors at the Management Company's discretion.

* "RMB" refers to offshore RMB ("CNH") and not onshore RMB known as CNY.

Other Share Class Features

	Offered Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg <i>Taxe d'Abonnement</i> ***
USD-Denominated Share Classes					
Class A and A2 Shares	Dollar	\$2,000	\$750		
	Euro	€2,000	€750		
	SGD (Class A2)	S\$3,000	S\$1,000	None	0.05%
	HKD (Class A2)	HK\$15,000	HK\$5,000		
Class AT Shares	Dollar	\$2,000	\$750		
	Euro	€2,000	€750		
	SGD	S\$3,000	S\$1,000	None	0.05%
	HKD	HK\$15,000	HK\$5,000		
Class AM Shares	Dollar	\$2,000	\$750	None	0.05%
Class AA Shares	Dollar	\$2,000	\$750		
	HKD	HK\$15,000	HK\$5,000	None	0.05%
	Dollar	\$2,000	\$750	\$250,000	
Class B and B2 Shares	Euro	€2,000	€750	€250,000	
	SGD (Class B2)	S\$3,000	S\$1,000	S\$350,000	0.05%
	HKD (Class B2)	HK\$15,000	HK\$5,000	HK\$2,000,000	
	Dollar	\$2,000	\$750	\$250,000	
Class BT Shares	Euro	€2,000	€750	€250,000	
	SGD	S\$3,000	S\$1,000	S\$350,000	0.05%
	HKD	HK\$15,000	HK\$5,000	HK\$2,000,000	
	Dollar	\$2,000	\$750	\$250,000	0.05%
Class BA Shares	Dollar	\$2,000	\$750		
	Euro	€2,000	€750	None	0.05%
	SGD (Class C2)	S\$3,000	S\$1,000		
	HKD	HK\$15,000	HK\$5,000		
Class C and C2 Shares	Dollar	\$2,000	\$750		
	Euro	€2,000	€750	None	0.05%
	SGD (Class C2)	S\$3,000	S\$1,000		
	HKD	HK\$15,000	HK\$5,000		
Class CT Shares	Dollar	\$2,000	\$750	None	0.05%
	Euro	€2,000	€750		
	Dollar	\$1 million**			
	Euro	€1 million**	None	None	0.05%
Class I and I2 Shares	SGD (Class I2)	S\$1.5 million**			
	Dollar	\$1 million**			
	HKD	HKD\$8million**	None	None	0.05%
	Dollar	\$2,000	\$750	None	0.05%
Class N2 and NT Shares	Dollar	\$25 million**			
	Euro	€20 million**	None	None	0.01%
	Dollar	\$25 million**			
	Euro	€20 million**	None	None	0.01%
Class S1 2 Shares	Dollar	\$25 million**			
	Euro	€20 million**	None	None	0.01%
	Dollar	\$25 million**			
	Euro	€20 million**	None	None	0.01%
EUR-Denominated Share Classes					
Class AR Shares	Euro	€2,000	€750	None	0.05%
	Hedged Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg <i>Taxe d'Abonnement</i> ***
EUR Hedged Share Classes					
Class A2 EUR H Shares	Euro	€2,000	€750	None	0.05%
Class AT EUR H Shares	Euro	€2,000	€750	None	0.05%
Class AA EUR H Shares	Euro	€2,000	€750	None	0.05%
Class B2 EUR H Shares	Euro	€2,000	€750	€250,000	0.05%
Class BT EUR H Shares	Euro	€2,000	€750	€250,000	0.05%
Class C2 EUR H Shares	Euro	€2,000	€750	None	0.05%
Class I2 EUR H Shares	Euro	€1 million**	None	None	0.05%
Class IT EUR H Shares	Euro	€1 million**	None	None	0.05%
Class S EUR H Shares	Euro	€20 million**	None	None	0.01%
Class S1 EUR H Shares	Euro	€20 million**	None	None	0.01%
GBP Hedged Share Classes					
Class AT GBP H Shares	GBP	£2,000	£750	None	0.05%
Class AA GBP H Shares	GBP	£2,000	£750	None	0.05%
Class BT GBP H Shares	GBP	£2,000	£750	£250,000	0.05%
Class S GBP H Shares	GBP	£15 million**	None	None	0.01%

Class S1 GBP H Shares	GBP	£15 million**	None	None	0.01%
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AUD Hedged Share Classes

Class AT AUD H Shares	AUD	A\$2,000	A\$750	None	0.05%
Class AA AUD H Shares	AUD	A\$2,000	A\$750	None	0.05%
Class BT AUD H Shares	AUD	A\$2,000	A\$750	A\$250,000	0.05%
Class BA AUD H Shares	AUD	A\$2,000	A\$750	A\$250,000	0.05%
Class I2 AUD H and IT AUD H Shares	AUD	A\$1 million**	None	None	0.05%

SGD Hedged Share Classes

Class A2 SGD H Shares	SGD	S\$3,000	S\$1,000	None	0.05%
Class AT SGD H Shares	SGD	S\$3,000	S\$1,000	None	0.05%
Class AA SGD H Shares	SGD	S\$3,000	S\$1,000	None	0.05%
Class B2 SGD H Shares	SGD	S\$3,000	S\$1,000	S\$350,000	0.05%
Class BT SGD H Shares	SGD	S\$3,000	S\$1,000	S\$350,000	0.05%
Class IT SGD H Shares	SGD	S\$1.5 million**	None	None	0.05%

RMB Hedged Share Classes

Class AA RMB H Shares	RMB	RMB 10,000	RMB 3,750	None	0.05%
Class AT RMB H Shares	RMB	RMB 10,000	RMB 3,750	None	0.05%
Class BA RMB H Shares	RMB	RMB 10,000	RMB 3,750	RMB 1,500,000	0.05%

CHF Hedged Share Classes

Class A2 CHF H Shares	CHF	CHF 2,000	CHF 750	None	0.05%
Class I2 CHF H Shares	CHF	CHF 1 million**	None	None	0.05%

NZD Hedged Share Classes

Class AT NZD H Shares	NZD	NZ\$3,000	NZ\$1,000	None	0.05%
Class AA NZD H Shares	NZD	NZ\$3,000	NZ\$1,000	None	0.05%
Class BT NZD H Shares	NZD	NZ\$3,000	NZ\$1,000	NZ\$400,000	0.05%

CAD Hedged Share Classes

Class AT CAD H Shares	CAD	C\$2,000	C\$750	None	0.05%
Class AA CAD H Shares	CAD	C\$2,000	C\$750	None	0.05%
Class BT CAD H Shares	CAD	C\$2,000	C\$750	C\$250,000	0.05%

ZAR Hedged Share Classes

Class AA ZAR H Shares	ZAR	ZAR 20,000	ZAR 7,000	None	0.05%
Class BA ZAR H Shares	ZAR	ZAR 20,000	ZAR 7,000	ZAR 2.5 million**	0.05%

* Does not apply to automatic investment plans, where offered.

** May be waived by the Management Company in its sole discretion.

*** Annual Luxembourg tax payable quarterly by each portfolio.

Other Portfolio Information

Principal Investment Type

For a chart summarizing the principal types of investments used by the Portfolio and a description of securities and other instruments in which the Portfolio may invest, investors should refer to "Investment Types" in Section II beginning on page II-7. The ability of the Portfolio to invest in any securities or instruments is subject to the restrictions in the Portfolio's stated investment objective and policies and the limitations contained in "Investment Restrictions" in Appendix A to Section II.

Risk Profile

It is intended that this Portfolio will make use of financial derivative instruments. The investment restrictions (9) to (13) set forth in Appendix A to Section II will not apply. This Portfolio shall employ instead the Value-at-Risk (VaR) approach.

VaR reports will be produced and monitored on a daily basis based on the following criteria:

- 1 month holding period;
- 99% confidence level;
- stress testing will also be applied on an ad hoc basis.

Fixed-income securities in which the Portfolio will invest are subject to the credit risk of the private and public institutions offering these securities and their market value is influenced by changes in interest rates. Because the Portfolio's fixed-income securities investments may be below Investment Grade quality, these risks are higher for this Portfolio than for a portfolio that invests solely in Investment Grade or equivalent quality fixed-income securities. Below Investment Grade securities are also subject to greater risk of loss of principal and interest and are generally less liquid and more volatile. There can be no assurance that any distribution payments will occur and the Portfolio has no specific maturity.

The Portfolio will invest in securities of issuers situated in emerging markets and it may consequently experience greater price volatility and significantly lesser liquidity than a portfolio invested solely in equity securities or issuers located in more developed countries. Such securities are also subject to higher risks of political or economic instability; fluctuations in exchange rates, differing legal and accounting systems, national policies limiting investment opportunities, and higher investment costs.

The Portfolio is subject to market, interest rate and currency fluctuations and to other risks inherent in investing in securities. Therefore, no assurance can be given that the investment objective will be achieved, that invested capital will be preserved, or that capital appreciation will occur. Investment results may vary substantially on a monthly, quarterly or annual basis. An investment in the Portfolio does not represent a complete investment program.

For a chart summarizing the principal risks of the Portfolio and a more detailed discussion of these and other risks applicable to the Portfolio, investors should refer to "Risk Factors" in Section II.

Profile of the Typical Investor

The Portfolio will suit higher risk-tolerant investors seeking the income potential of fixed-income investment. Investors are encouraged to consult their independent financial advisors regarding the suitability of Shares of the Portfolio for their investment needs.

Distributions

For class A, B, C and I shares (and corresponding H shares), the Management Company intends to declare daily and pay monthly dividends equal to all or substantially all of the Portfolio's net income attributable to each class of Shares.

For class AT, BT, CT, IT and NT shares (and corresponding H shares), the Management Company intends to declare and pay monthly dividends equal to all or substantially all of the Portfolio's net income attributable to each class of Shares.

For class AM shares, the Management Company intends to declare and pay monthly distributions. The Management Company intends to maintain a fixed distribution of 5% (annualized) per share for AM shares. As such, distributions may come from net income, realized and unrealized gains and/or capital attributable to the relevant class. Distributions from capital may represent a return of the investor's original investment amount and as such may result in a decrease in the NAV per share for the relevant class. The Management Company will periodically review the level of income and expenses at the AM class level, along with the fixed distribution percentage and may decide to decrease or increase the fixed distribution percentage. Such percentage will be reflected in the next update of the prospectus and in the meantime, shareholders may obtain the latest percentage at www.abglobal.com.

For class AA, BA and SA shares (and corresponding H shares), the Management Company intends to declare and make monthly distributions. For class AR shares, the Management Company intends to declare and make annual distributions. The Management Company intends to maintain a stable distribution rate per share for such share classes. The distribution rate is to be derived from gross income (before deduction of fees and expenses) and distributions may also include realized and unrealized gains and capital attributable to such classes of Shares. Since fees and expenses do not reduce the distribution rate, the NAV per Share of the relevant classes will be reduced by such fees and expenses.

The Management Company also may determine if and to what extent dividends paid include realized capital gains and/or are paid out of capital, attributable to the relevant class of Shares. To the extent the net income and net realized profits attributable to these Shares exceed the amount declared payable, the excess return will be reflected in the respective Net Asset Value of such Shares. Dividends may be automatically reinvested at the election of the Shareholder.

For class A2, B2, C2, I2, N2, S, S1 and S1 2 shares (and corresponding H shares), the Management Company currently does not intend to pay dividends with respect to the Shares. Therefore, any net income and net realized profits attributable to the Shares will be reflected in the respective Net Asset Value of the Shares.

Management Company, Administrator, Custodian and Transfer Agent Fees

For all Shares (and corresponding H shares) except class S, S1, SA and S1 2 shares (and corresponding H shares), the Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the Shares equal to 0.05% of average daily Net Asset Value. The Management

Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the class S, S1, SA and S1 2 shares (and corresponding H shares) equal to the lesser of \$50,000 or 0.01% of average daily Net Asset Value.

The Administrator fee, Custodian fee and Transfer Agent fee for the Portfolio are paid out of the assets of the Portfolio in accordance with the usual practice in Luxembourg. As of 31 August 2014, the annualized amounts expressed as a percentage of average daily Net Asset Value of the Portfolio of the Administrator fee, Custodian fee and Transfer Agent fee were 0.01%, 0.02% and 0.09%, respectively. These fees may decrease or increase depending on the assets of the Portfolio and transaction volume or for other reasons.

Organizational Expenses

The Portfolio has no unamortized organizational expenses.

Historical Performance

Information on the historical performance of the Portfolio, once available, may be found in the Portfolio's KIIDs and at www.abglobal.com.

History

The Portfolio was established as a portfolio of the Fund on 22 March 2006.

AllianceBernstein—Mortgage Income Portfolio

Investment Objective and Policies

Investment Objective

The investment objective of the Portfolio is to achieve a high risk-adjusted total return.

Investment Policies

The Portfolio seeks to achieve its objective by investing in mortgage-related securities and other asset-backed securities. The Portfolio may invest in securities of both Investment Grade and non-Investment Grade quality originated by a wide array of originators and sponsors. The Portfolio's investments may include fixed and floating rate securities, including agency mortgage-backed securities and non-agency (i.e., privately issued) mortgage-backed securities ("MBS") as well as other asset-backed securities ("ABS"), commercial mortgage-backed securities ("CMBS"), and collateralized debt obligations ("CDOs") and related financial derivative instruments and currencies. The Portfolio will have at least two-thirds of its total assets invested in mortgage-related securities.

Credit Quality. The Portfolio's assets may be invested in Investment Grade, below-Investment Grade securities and unrated securities of investment quality determined by the Investment Manager. However, it is anticipated that under normal market conditions no more than 50% of the Portfolio's net assets will be invested in below-Investment Grade securities at time of purchase. "Investment Grade" means fixed-income securities rated Baa (including Baa1, Baa2 and Baa3) or higher by Moody's or BBB (including BBB+ and BBB-) or higher by S&P.

If a security is unrated, the Investment Manager will apply, in its discretion, a credit rating it deems appropriate. For split credit ratings, the lower rating shall apply.

Duration. In managing the Portfolio's investments, under normal market conditions, the Investment Manager seeks to construct an investment portfolio with a weighted average effective duration of no more than eight years.

Currency Management. The Investment Manager expects, under normal circumstances, to hedge non-USD investments and other exposures, including derivatives exposures, such that the Portfolio's net non-USD currency exposure will not exceed 5% of its net assets.

Financial Derivative Instruments. The Investment Manager may use a wide array of derivative products and strategies when implementing the Portfolio's investment strategy. Such financial derivative instruments may include, but are not limited to, stripped mortgage-related securities ("SMRS"), swaps (including interest rate swaps ("IRS"), total rate of return swaps ("TRS") and credit default swaps ("CDS")), swaptions, options, futures and currency transactions (including forward currency contracts). These financial derivative instruments (including OTC derivatives and exchange-traded financial derivative instruments) may be employed for the following purposes: (i) as an alternative to investing directly in the underlying investments, (ii) to manage duration; and (iii) to hedge against interest rate, credit and currency fluctuations. With respect to CDS, the Portfolio may both "sell" protection in order to gain exposure and "buy" protection to hedge credit exposure.

Leverage. The Investment Manager does not expect to utilize bank borrowing in implementing the Portfolio's investment strategy. The expected level of leverage of the Portfolio is estimated to be in the 0% to 100% range of its Net Asset Value. The expected level of leverage is calculated as the sum of the notional of the financial derivative instruments held by the Portfolio. Pursuant to the CSSF Circular 11/512 dated 30 May 2011, this calculation methodology neither takes into account the fact that a particular financial derivative instrument increases or decreases the Portfolio's investment risks nor permits to net financial derivative instruments with reverse positions. Shareholders should be aware that (i) a higher level of expected leverage does not automatically imply a higher level of investment risk and (ii) the expected level of leverage disclosed above is mainly generated by the use of derivatives for hedging purposes or for efficient portfolio management. In addition, the actual leverage of the Portfolio may deviate from the above mentioned expected level of leverage.

Risk measurement. The Investment Manager will utilize a Value-at-Risk ("VaR") methodology to monitor the global exposure (market risk) for the Portfolio. The global exposure of the Portfolio is measured by the absolute VaR methodology pursuant to which the VaR of the Portfolio may not exceed 20% of its Net Asset Value.

Other Investment Policies

Lack of Liquidity. The Portfolio may invest up to 10% of its net assets in securities which have a lack of liquidity. See paragraph (5) of "Investment Restrictions" in Appendix A to Section II. The Portfolio may not be readily able to sell such securities. Moreover, there may be contractual restrictions on resale of securities. In addition, other types of securities are subject to this 10% restriction.

Defensive Position – Holding Cash or Cash Equivalents. The Portfolio may, as a temporary defensive measure or to provide for redemptions or in anticipation of investment in various international markets, hold cash or cash equivalents and short term fixed-income securities, including money market instruments.

Currency Hedged Share Classes

One or more of the Portfolio's share classes offered in a particular currency (each, an "Offered Currency") may be hedged to such Offered Currency. Any such share class will constitute a "Currency Hedged Share Class." Currency Hedged Share Classes aim to provide investors a return more closely correlated to the Portfolio's base currency return by reducing the effect of exchange rate fluctuations between the Portfolio's base currency (i.e., Dollar) and the relevant Offered Currency, taking into account practical considerations such as transaction costs. The hedging strategy employed is designed to reduce, but may not eliminate, currency exposure between the Portfolio's base currency and the Offered Currency.

Currency Hedged Share Classes do not affect the investment management of the Portfolio's underlying assets since it is only the net asset value (NAV) of the Currency Hedged Share Classes, not

the Portfolio's underlying assets, which is hedged to the Offered Currency. Expenses incurred as a result of such hedging activity will be borne by the Currency Hedged Share Class in relation to which such expenses are incurred.

For additional information on share class hedging, see "How to Purchase Shares—Currency Hedged Share Classes" in Section II.

Risk Factors linked to RMB Hedged Share Classes. Since 2005, the RMB exchange rate is no longer pegged to the U.S. dollar. RMB has now moved to a managed floating exchange rate based on market supply and demand with reference to a basket of foreign currencies. The daily trading price of the RMB against other major currencies in the inter-bank foreign exchange market is allowed to float within a narrow band around the central parity published by the People's Bank of China. RMB convertibility from offshore RMB (CNH) to onshore RMB (CNY) is a managed currency process subject to foreign exchange control policies of and repatriation restrictions imposed by the Chinese government in coordination with the Hong Kong Monetary Authority (HKMA). The value of CNH could differ,

perhaps significantly, from that of CNY due to a number of factors including without limitation those foreign exchange control policies and repatriation restrictions pursued by the Chinese government from time-to-time as well as other external market forces.

Since 2005, foreign exchange control policies pursued by the Chinese government have resulted in the general appreciation of RMB (both CNH and CNY). This appreciation may or may not continue and there can be no assurance that RMB will not be subject to devaluation at some point. Any devaluation of RMB could adversely affect the value of investors' investments in the RMB H shares.

The RMB H shares participate in the offshore RMB (CNH) market, which allows investors to freely transact CNH outside of mainland China with approved banks in the Hong Kong market (HKMA approved banks). The RMB H shares will have no requirement to remit CNH to onshore RMB (CNY).

Summary Information

Portfolio Features

Recommended Investment Horizon	Long-term	Distributions*	<i>For class A, AX, B, BX, C, CX, I, IX, S, S1 and S1X shares</i> To be declared daily and payable monthly
Currency of the Portfolio	USD		<i>For class AT, ATX, BT, BTX and ZT shares</i> To be declared and payable monthly
Net Asset Value Calculation	Each Business Day		<i>For class AA, BA and SA shares</i> To be declared and payable monthly with a distribution rate to be derived from gross income (before deduction of fees and expenses)
Net Asset Value Publication	Available at www.abglobal.com		<i>For class AR shares</i> To be declared and payable annually with a distribution rate to be derived from gross income (before deduction of fees and expenses)
Class Names	H means Currency Hedged Share Classes. For additional information on share class hedging, see "How to Purchase Shares—Currency Hedged Share Classes" and "Risk Factors -- Currency Hedged Share Class Risk" in Section II.		<i>For class A2, A2X, B2, B2X, C2, C2X, I2 and I2X shares</i> None. See "Distributions" below.
Order Cut-Off Times	<i>For USD-Denominated Share Classes</i> 4:00 P.M. U.S. Eastern Time on each Business Day <i>For Currency Hedged Share Classes</i> 6:00 P.M. Central European Time on each Business Day <i>For RMB Hedged Share Classes</i> 1:00 P.M. Central European Time on each Business Day		*Includes Hedged Share Classes

Share Class Fees and Charges¹

	Initial Sales Charge ³	Management Fee ⁴	Distribution Fee ⁵	Contingent Deferred Sales Charge ⁶
USD-Denominated Share Classes				
Class A and A2 Shares	Up to 6.25%	1.10%	None	None
Class AT Shares	Up to 6.25%	1.10%	None	None
Class AA Shares	Up to 6.25%	1.10%	None	None
Class B and B2 Shares ²	None	1.10%	1.00%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class BT Shares ²	None	1.10%	1.00%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class BA Shares ²	None	1.10%	1.00%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class C and C2 Shares	None	1.55%	None	0-1 year held=1.0% thereafter 0%
Class I and I2 Shares ⁸	Up to 1.50%	0.55%	None	None
Class S Shares ⁷	None	None	None	None
Class S1 Shares	None	0.50%	None	None
Class SA Shares ⁷	None	None	None	None
Class AX and A2X Shares†	Up to 6.25%	1.05% 1.00% 0.95%	None	None

Class ATX Shares [†]	Up to 6.25%	1.05% 1.00% 0.95%	None	None
Class BX and B2X Shares ^{2†}	None	1.05% 1.00% 0.95%	0.45%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class BTX Shares ^{2†}	None	1.05% 1.00% 0.95%	0.45%	0–1 year held=3.0% 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
Class CX and C2X Shares [†]	None	1.50% 1.45% 1.40%	None	0–1 year held=1.0% thereafter 0%
Class IX and I2X Shares ^{8†}	Up to 1.50%	0.50% 0.45% 0.40%	None	None
Class S1X Shares [†]	None	0.40%	None	None
Class ZT Shares ⁹	None	None	None	None
AUD Hedged Share Classes				
Class AT AUD H Shares	Up to 6.25%	1.10%	None	None
Class AA AUD H Shares	Up to 6.25%	1.10%	None	None
Class BA AUD H Shares ²	None	1.10%	1.00%	0–1 year held=3.0% ⁶ 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
SGD Hedged Share Classes				
Class AT SGD H Shares	Up to 6.25%	1.10%	None	None
Class AA SGD H Shares	Up to 6.25%	1.10%	None	None
ZAR Hedged Share Classes				
Class AA ZAR H Shares	Up to 6.25%	1.10%	None	None
Class BA ZAR H Shares ²	None	1.10%	1.00%	0–1 year held=3.0% ⁶ 1–2 yrs=2.0% 2–3 yrs=1.0% 3+ yrs=0%
RMB* Hedged Share Classes				
Class AA RMB H Shares	Up to 6.25%	1.10%	None	None
EUR Hedged Share Classes				
Class AR EUR H Shares	Up to 6.25%	1.10%	None	None

1 The Management Company, Administrator, Custodian and Transfer Agent are entitled to receive, out of the assets of the Portfolio, fees as described under "Other Portfolio Information—Management Company, Administrator, Custodian and Transfer Agent Fees" below. The Portfolio also bears all of its other expenses. See "How to Purchase Shares" and "Additional Information—Fees and Expenses" in Section II. The Management Company has voluntarily undertaken, until the Management Company on behalf of the Fund notifies Shareholders to the contrary, that if, in any fiscal year, the aggregate fees and expenses with respect to the following share classes of the Portfolio (including any management fee and all other fees and expenses set out in "Additional Information—Fees and Expenses" in Section II, including Luxembourg *Taxe d'Abonnement* but exclusive of certain other taxes, brokerage (if applicable) and interest on borrowings) exceed the following percentages of the Portfolio's average Net Asset Value for the fiscal year attributable to the Portfolio's share classes (and corresponding H shares) as follows: A (1.50%), AX (1.25%), A2 (1.50%), A2X (1.25%), AT (1.50%), ATX (1.25%), AA (1.50%), AR (1.50%), B (2.50%), BX (1.70%), B2 (2.50%), B2X (1.70%), BT (2.50%), BTX (1.70%), BA (2.50%), C (1.95%), CX (1.70%), C2 (1.95%), C2X (1.70%), I (0.95%), IX (0.70%), I2 (0.95%), I2X (0.70%), S (0.15%), S1 (0.65%), SA (0.15%), S1X (0.55%) and ZT (0.01%), the Fund may deduct from the payment to be made to the Management Company, or the Management Company will otherwise bear, such excess fees and expenses.

2 After six years from the date of purchase, class B, BX, B2, B2X, BA, BT and BTX Shareholders will have the right to request a conversion to class A, AX, A2, A2X, AA, AT and ATX shares, respectively, without charge from either the Fund or the Management Company. For further details on the conversion right, please refer to "How to Exchange or Convert Shares—Conversion of CDSC Shares" in Section II of the Prospectus.

3 As a percentage of purchase price.

4 As an annual percentage of average daily Net Asset Value. With respect to certain share classes, the management fee may also include a component that is paid to distributors or other financial intermediaries and service providers. For further details on the management fee, please refer to "Additional Information—Fees and Expenses" in Section II. For class AX, A2X, ATX, BX, B2X, BTX, CX, C2X, IX, I2X and S1X shares, consecutive fee levels listed apply with respect to (1) the first \$100,000,000 of the net assets of the Portfolio, (2) the next \$100,000,000 of the net assets of the Portfolio and (3) the amount of the net assets of the Portfolio over \$200,000,000.

5 As an annual percentage of average daily Net Asset Value.

6 As a percentage of the lesser of the current Net Asset Value or original cost of the Shares being redeemed and based upon the duration that such Shares are held. CDSC Shares may only be purchased through a dealer authorized by the Distributor to offer such shares. Those investors considering an investment in CDSC Shares should speak with their financial advisor for details. With respect to class C, CX, C2 and C2X

shares, a dealer may elect to waive the contingent deferred sales charge in certain circumstances.

7 Class S and SA shares are reserved for institutional investors that have entered into an agreement with the Management Company and are being charged an investment management fee separately.

8 Available to (i) investors purchasing Shares through Distributors who have separate fee arrangements with such investors, (ii) product structures that purchase the Shares directly, or on behalf of an end investor and

assess such investor a fee at the product level, and (iii) other investors at the Management Company's discretion.

9 Class ZT shares are reserved for investment by AB funds.

* "RMB" refers to offshore RMB ("CNH") and not onshore RMB known as CNY.

† Class AX, A2X, ATX, BX, B2X, BTX, CX, C2X, IX, I2X and S1X shares have been retired and are no longer open to new shareholders.

Other Share Class Features

	Offered Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg <i>Taxe d'Abonnement</i> ***
USD-Denominated Share Classes					
Class A and A2 Shares	Dollar	\$2,000	\$750	None	0.05%
	Euro	€2,000	€750		
	SGD (Class A2)	S\$3,000	S\$1,000		
Class AT Shares	Dollar	\$2,000	\$750	None	0.05%
	Euro	€2,000	€750		
	SGD	S\$3,000	S\$1,000		
Class AA Shares	Dollar	\$2,000	\$750	None	0.05%
	HKD	HK\$15,000	HK\$5,000		
Class B and B2 Shares	Dollar	\$2,000	\$750	\$250,000	0.05%
	Euro	€2,000	€750	€250,000	
	SGD (Class B2)	S\$3,000	S\$1,000	S\$350,000	
Class BT Shares	Dollar	\$2,000	\$750	\$250,000	0.05%
	Euro	€2,000	€750	€250,000	
	SGD	S\$3,000	S\$1,000	S\$350,000	
Class BA Shares	Dollar	\$2,000	\$750	\$250,000	0.05%
Class C and C2 Shares	Dollar	\$2,000	\$750	None	0.05%
	Euro	€2,000	€750		
	SGD (Class C2)	S\$3,000	S\$1,000		
Class I and I2 Shares	Dollar	\$1 million**	None	None	0.05%
	Euro	€1 million**			
	SGD (Class I2)	S\$1.5 million**			
Class S Shares	Dollar	\$25 million**	None	None	0.01%
	Euro	€20 million**			
Class S1 Shares	Dollar	\$25 million**	None	None	0.01%
Class SA Shares	Euro	€20 million**	None	None	0.01%
	Dollar	\$25 million**			
Class AX and A2X Shares	Dollar	No longer offered to new investors	\$750	None	0.05%
	Euro		€750		
	SGD (Class A2X)		S\$1,000		
Class ATX Shares	Dollar	No longer offered to new investors	\$750	None	0.05%
	Euro		€750		
	SGD		S\$1,000		
Class BX and B2X Shares	Dollar	No longer offered to new investors	\$750	\$250,000	0.05%
	Euro		€750	€250,000	
	SGD (Class B2X)		S\$1,000	S\$350,000	
Class BTX Shares	Dollar	No longer offered to new investors	\$750	\$250,000	0.05%
	Euro		€750	€250,000	
	SGD		S\$1,000	S\$350,000	
Class CX and C2X Shares	Dollar	No longer offered to new investors	\$750	None	0.05%
	Euro		€750		
	SGD (Class C2X)		S\$1,000		
Class IX and I2X Shares	Dollar	No longer offered to new investors	None	None	0.05%
	Euro				
	SGD (Class I2X)				

Class S1X Shares	Dollar Euro	No longer offered to new investors	None	None	0.01%
Class ZT Shares	Dollar	\$25 million**	None	None	0.01%
	Hedged Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg <i>Taxe d'Abonnement</i> ***
AUD Hedged Share Classes					
Class AT AUD H Shares	AUD	A\$2,000	A\$750	None	0.05%
Class AA AUD H Shares	AUD	A\$2,000	A\$750	None	0.05%
Class BA AUD H Shares	AUD	A\$2,000	A\$750	A\$250,000	0.05%
SGD Hedged Share Classes					
Class AT SGD H Shares	SGD	S\$3,000	S\$1,000	None	0.05%
Class AA SGD H Shares	SGD	S\$3,000	S\$1,000	None	0.05%
ZAR Hedged Share Classes					
Class AA ZAR H Shares	ZAR	ZAR 20,000	ZAR 7,000	None	0.05%
Class BA ZAR H Shares	ZAR	ZAR 20,000	ZAR 7,000	ZAR 2.5 million	0.05%
RMB Hedged Share Classes					
Class AA RMB H Shares	RMB	RMB 10,000	RMB 3,750	None	0.05%
EUR Hedged Share Classes					
Class AR EUR H Shares	EUR	€ 2,000	€ 750	None	0.05%

* Does not apply to automatic investment plans, where offered.

** May be waived by the Management Company in its sole discretion.

*** Annual Luxembourg tax payable quarterly by each portfolio.

Other Portfolio Information

Principal Investment Types

For a chart summarizing the principal types of investments used by the Portfolio and a description of securities and other instruments in which the Portfolio may invest, investors should refer to "Investment Types" in Section II beginning on page II-7. The ability of the Portfolio to invest in any securities or instruments is subject to the restrictions in the Portfolio's stated investment objective and policies and the limitations contained in "Investment Restrictions" in Appendix A to Section II.

Risk Profile

The Portfolio may make use of financial derivatives. The investment restrictions (9) to (13) set forth in Appendix A to Section II will not apply. This Portfolio shall employ instead the Value-at-Risk (VaR) approach. The VaR approach takes into account the current value of the underlying assets, the counterparty risk, foreseeable market movements and the time available to liquidate the positions in the Portfolio to give an estimate of the level of potential loss on a portfolio.

VaR reports will be produced and monitored on a daily basis based on the following criteria:

- 1 month holding period;
- 99% confidence level;
- stress testing will also be applied on an ad hoc basis.

Fixed-income securities in which the Portfolio will invest are subject to the credit risk of the private and public institutions offering these securities and their market value is influenced by changes in interest rates. The Portfolio's fixed-income securities investments will generally be of Investment Grade or equivalent quality. There can be no assurance that any distribution payments will occur and the Portfolio has no specific maturity.

The Portfolio is subject to market, interest rate and currency fluctuations and to other risks inherent in investing in securities. Therefore, no assurance can be given that the investment objective will be achieved, that invested capital will be preserved, or that capital appreciation will occur. Investment results may vary substantially on a monthly, quarterly or annual basis. An investment in the Portfolio does not represent a complete investment program.

For a chart summarizing the principal risks of the Portfolio and a more detailed discussion of these and other risks applicable to the Portfolio, investors should refer to "Risk Factors" in Section II.

Profile of the Typical Investor

The Portfolio will suit higher risk-tolerant investors seeking the income potential of mortgage-related fixed-income investment. Investors are encouraged to consult their independent financial advisors regarding the suitability of Shares of the Portfolio for their investment needs.

Distributions

For class A, AX, B, BX, C, CX, I, IX, S, S1 and S1X shares, the Management Company intends to declare daily and pay monthly dividends equal to all or substantially all of the Portfolio's net income attributable to each class of Shares. .

For class AT, ATX, BT, BTX and ZT shares, the Management Company intends to declare and pay monthly dividends equal to all or substantially all of the Portfolio's net income attributable to each class of Shares.. .

For class AA, BA and SA shares (and corresponding H shares), the Management Company intends to declare and make monthly distributions. For class AR shares (and corresponding H shares), the Management Company intends to declare and make annual distributions. The Management Company intends to maintain a stable distribution rate per share for such share classes. The distribution rate is to be derived from gross income (before deduction of fees and expenses) and distributions may also include realized and unrealized gains and capital attributable to such classes of Shares. Since fees and expenses do not reduce the distribution rate, the NAV per Share of the relevant classes will be reduced by such fees and expenses.

The Management Company also may determine if and to what extent dividends paid include realized capital gains and/or are paid out of capital, attributable to the relevant class of Shares. To the extent the net income and net realized profits attributable to these Shares exceed the amount declared payable, the excess return will be reflected in the respective Net Asset Value of such Shares. Dividends may be automatically reinvested at the election of the Shareholder.

For class A2, A2X, B2, B2X, C2, C2X, I2 and I2X shares, the Management Company currently does not intend to pay dividends with respect to the Shares. Therefore, any net income and net realized profits attributable to the Shares will be reflected in the respective Net Asset Value of the Shares.

Management Company, Administrator, Custodian and Transfer Agent Fees

For all Shares except class S, S1, SA and S1X shares, the Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the Shares equal to 0.05% of average daily Net Asset Value. The Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the class S, S1, SA and S1X shares equal to the lesser of \$50,000 or 0.01% of average daily Net Asset Value. The Management Company fee is waived with respect to class ZT shares to avoid duplication of fees as the Management Company fee is paid at the level of the AB fund that invests in class ZT shares.

The Administrator fee, Custodian fee and Transfer Agent fee for the Portfolio are paid out of the assets of the Portfolio in accordance with the usual practice in Luxembourg. As of 31 August 2014, the annualized amounts expressed as a percentage of average daily Net Asset Value of the Portfolio of the Administrator fee, Custodian fee and Transfer Agent fee were 0.02%, 0.02% and 0.04%, respectively (the Transfer Agent fee with respect to class S1 shares was 0.01%). These fees may decrease or increase depending on the assets of the Portfolio and transaction volume or for other reasons.

Organizational Expenses

The Portfolio has no unamortized organizational expenses.

Historical Performance

Information on the historical performance of the Portfolio may be found in the Portfolio's KIIDs and at www.abglobal.com.

History

The Portfolio was established as a portfolio of the Fund under the name Short Maturity Dollar Portfolio on 27 September 1994. It was renamed Mortgage Income Portfolio on 20 February 2014.

AllianceBernstein—Global Bond II Portfolio

Investment Objective and Policies

Investment Objective

The Portfolio's investment objective is high total investment return through investments predominantly in Investment Grade fixed-income securities denominated in various currencies. The Portfolio's total investment return may consist generally of interest and dividend income, as well as discount accruals and capital changes, including changes in the value of portfolio securities and other assets and liabilities resulting from currency fluctuations. Under normal market conditions, the Portfolio expects that no less than 70% of its total assets will be invested in securities denominated in the Currency of the Portfolio or securities hedged to the Currency of the Portfolio.

Description of Investment Discipline and Process

The Portfolio may purchase debt obligations issued by sovereign or other governmental or local authorities, including, but not limited to, governmental agencies and instrumentalities (collectively, "governmental entities"), as well as debt obligations issued or guaranteed by various organizations or entities established generally to promote global, regional or country-specific economic reconstruction or development (collectively, "supranational entities"). In addition, the Portfolio may purchase debt obligations of companies or other entities. The Investment Manager will invest at any time at least two-thirds of the Portfolio's total assets in straight bonds, *i.e.* non-convertible bonds.

Securities held by the Portfolio will possess upon initial purchase an Investment Grade credit rating or will be determined by the Investment Manager to be of comparable quality. In the event a particular security is assigned a credit rating that is lower than Investment Grade or ceases to be rated, the Investment Manager promptly will reassess whether the Portfolio should continue to hold such security. The Portfolio normally will dispose of any such non-Investment Grade or unrated security, unless (i) the Investment Manager determines that for the time being it is not in the best interest of the Portfolio to do so and (ii) aggregate non-Investment Grade securities do not exceed 5% of the Portfolio's net assets.

The Investment Manager seeks to reduce the risks inherent in the Portfolio's investment in fixed-income securities through diversification, in its discretion, and the Investment Manager's internal credit and economic analysis resources, as well as information obtained from other sources.

With respect to sovereign or other governmental issuers of debt obligations in which the Portfolio invests, the Investment Manager considers the financial position of the issuer and political and economic conditions in the relevant country. Investment in debt obligations issued or guaranteed by supranational entities is subject to the additional risk that member governments may fail to make required or regular capital contributions and that a supranational entity thus may be unable to fulfill its obligations.

With respect to corporate issuers of debt obligations in which the Portfolio invests, the Investment Manager considers the financial condition of the issuer and market and economic conditions relevant to its operations. The Investment Manager's analysis focuses on relative values based on such factors, for example, as interest coverage, asset coverage, earnings prospects and the experience and managerial strength of each such issuer.

As a general matter, in evaluating investments, the Investment Manager will consider, among other factors, the relative levels of interest rates prevailing in various countries and the potential

appreciation of such investments in their denominated currencies. In seeking capital appreciation, the Portfolio may invest in relatively low-yielding securities in expectation of favorable currency fluctuations or interest rate movements, thereby potentially reducing the Portfolio's yield. In seeking income, the Portfolio may invest in short-term securities with relatively high yields (as compared to other debt securities) meeting the Portfolio's investment criteria, thereby potentially reducing the Portfolio's capital appreciation.

In addition, the Portfolio may invest in debt obligations denominated in the currency of one country although issued by a governmental entity, corporation or financial institution of another country. For example, the Portfolio may invest in a Yen-denominated obligation issued by a German corporation. Such investments involve credit risks associated with the issuer as well as currency risks associated with the currency in which the obligation is denominated.

Duration. The Portfolio is managed without any duration constraint. The average duration of the Portfolio's holdings will vary based upon the Investment Manager's assessment of economic and market conditions. Duration is a measure of the sensitivity of the price of a fixed-income investment to a change in interest rates.

Financial Derivative Instruments. The Investment Manager may utilize a wide array of derivative products and techniques when implementing the Portfolio's investment strategy. The Portfolio may utilize derivatives for investment purposes as an alternative to investing directly in the underlying investment or for hedging purposes. Such financial derivative instruments may include, but are not limited to futures, options, swaps (including interest rate swaps) and currency transactions.

Other Investment Policies

The Portfolio may invest in structured securities issued by a wide range of originators and sponsors. Structured securities may include agency (*i.e.* issued or guaranteed by an Eligible State or Eligible State government sponsored entities) mortgage-backed securities and non-agency (*i.e.* privately issued) mortgage-backed securities ("MBS"). MBS may include adjustable-rate mortgage securities ("ARMS") and collateralized mortgage obligations ("CMOs"), as well as other asset-backed securities ("ABS"), commercial mortgage-backed securities ("CMBS") and collateralized debt obligations ("CDOs") and related financial derivative instruments and currencies. The Portfolio's investments in structured securities will not exceed 20% of its net assets, provided that such limit will not apply to investments in such securities issued or guaranteed by the United States government or any other Eligible State or United States or other Eligible State government sponsored entities.

Except to the extent provided herein (including Appendix A to Section II), the Portfolio is not subject to any limitation on the portion of its assets which may be invested in any one country.

The Investment Manager will, based upon its currency research and outlook, adjust the Portfolio's currency exposures while taking into account both (a) the Portfolio's overall non-base currency exposure, as well as (b) the expected risk and return of each of the particular currencies in the relevant Portfolio's portfolio. The Investment Manager uses its in-house models developed

specifically for this purpose. Accordingly, the Investment Manager may hedge all, some or none of the currency exposures depending on whether its research indicates that the currency is poised to fall or rise against the Portfolio's base currency.

As a temporary defensive measure or to provide for redemptions, the Portfolio may, without limit, hold cash, cash equivalents, or short-term fixed-income obligations, including money market instruments.

The Portfolio may invest up to 10% of its net assets in securities for which there is no ready market. See paragraph (5) of "Investment Restrictions" in Appendix A to Section II. The Portfolio may therefore not be readily able to sell such securities. Moreover, there may be contractual restrictions on the resale of such securities.

The Portfolio will invest no more than 25% of its total assets in convertible bonds, no more than 30% of its total assets in money market instruments and no more than 10% of its total assets in equity securities.

Leverage. The Investment Manager does not expect to utilize bank borrowing in implementing the Portfolio's investment strategy. The expected level of leverage of the Portfolio is estimated to be in the 50% to 150% range of its Net Asset Value. The expected level of leverage is calculated as the sum of the notional of the financial derivative

instruments held by the Portfolio. Pursuant to the CSSF Circular 11/512 dated 30 May 2011, this calculation methodology neither takes into account the fact that a particular financial derivative instrument increases or decreases the Portfolio's investment risks nor permits to net financial derivative instruments with reverse positions. Shareholders should be aware that (i) a higher level of expected leverage does not automatically imply a higher level of investment risk and (ii) the expected level of leverage disclosed above is mainly generated by the use of derivatives for hedging purposes or for efficient portfolio management. In addition, the actual leverage of the Portfolio may deviate from the above mentioned expected level of leverage.

Risk Measurement. The Investment Manager will utilize a Value-at-Risk ("VaR") methodology to monitor the global exposure (market risk) for the Portfolio. The global exposure of the Portfolio is measured by the absolute VaR methodology pursuant to which the VaR of the Portfolio may not exceed 20% of its Net Asset Value.

Summary Information

Portfolio Features

Recommended Investment Horizon	Long-term	Order Cut-Off Times	4:00 P.M. U.S. Eastern Time on each Business Day
Currency of the Portfolio	USD Each Business Day	Distributions	<i>For class S1 shares</i> To be declared daily and payable monthly
Net Asset Value Calculation	See "Distributions" below.		
Net Asset Value Publication	Available at www.abglobal.com		

Share Class Fees and Charges¹

	Initial Sales Charge ²	Management Fee ³
USD-Denominated Share Classes		
Class S1 Shares ⁴	None	0.45%

- 1 The Management Company, Administrator, Custodian and Transfer Agent are entitled to receive, out of the assets of the Portfolio, fees as described under "Other Portfolio Information—Management Company, Administrator, Custodian and Transfer Agent Fees" below. The Portfolio also bears all of its other expenses. See "How to Purchase Shares" and "Additional Information—Fees and Expenses" in Section II.
- 2 As a percentage of purchase price.

- 3 As an annual percentage of average daily Net Asset Value. With respect to certain share classes, the management fee may also include a component that is paid to distributors or other financial intermediaries and service providers. For further details on the management fee, please refer to "Additional Information—Fees and Expenses" in Section II.
- 4 Class S1 shares are reserved for institutional investors.

Other Share Class Features

	Offered Currencies	Minimum Initial Investment*	Minimum Subsequent Investment*	Maximum Investment**	Luxembourg Tax <i>d'Abonnement</i> ***
USD-Denominated Share Classes					
Class S1 Shares	Dollar	\$1 million**	None	None	0.01%

* Does not apply to automatic investment plans, where offered.

** May be waived by the Management Company in its sole discretion.

*** Annual Luxembourg tax payable quarterly by each portfolio.

Other Portfolio Information

Principal Investment Types

For a chart summarizing the principal types of investments used by the Portfolio and a description of securities and other instruments in which the Portfolio may invest, investors should refer to "Investment Types" in Section II beginning on page II-7. The ability of the Portfolio to invest in any securities or instruments is subject to the restrictions in the Portfolio's stated investment objective and policies and the limitations contained in "Investment Restrictions" in Appendix A to Section II.

Risk Profile

The Portfolio may make use of financial derivative. The investment restrictions (9) to (13) set forth in Appendix A to Section II will not apply. This Portfolio shall employ instead the Value-at-Risk (VaR) approach. VaR approach takes into account the current value of the underlying assets, the counterparty risk, foreseeable market movements and the time available to liquidate the positions in the Portfolio to give an estimate of the level of potential loss on a portfolio.

VaR reports will be produced and monitored on a daily basis based on the following criteria:

- 1 month holding period;
- 99% confidence level;
- stress testing will also be applied on an ad hoc basis.

Fixed-income securities in which the Portfolio will invest are subject to the credit risk of the private and public institutions offering these securities and their market value is influenced by changes in interest rates. The Portfolio's fixed-income securities investments will generally be of Investment Grade or equivalent quality. There can be no assurance that any distribution payments will occur and the Portfolio has no specific maturity.

The Portfolio is subject to market, interest rate and currency fluctuations and to other risks inherent in investing in securities. Therefore, no assurance can be given that the investment objective will be achieved, that invested capital will be preserved, or that capital appreciation will occur. Investment results may vary substantially on a monthly, quarterly or annual basis. An investment in the Portfolio does not represent a complete investment program.

For a chart summarizing the principal risks of the Portfolio and a more detailed discussion of these and other risks applicable to the Portfolio, investors should refer to "Risk Factors" in Section II.

Profile of the Typical Investor

The Portfolio will suit medium risk-tolerant investors seeking the income potential of Investment Grade fixed-income investment.

Investors are encouraged to consult their independent financial advisors regarding the suitability of Shares of the Portfolio for their investment needs.

Distributions

For class S1 shares, the Management Company intends to declare daily and pay monthly dividends equal to all or substantially all of the Portfolio's net income attributable to each class of Shares.

The Management Company also may determine if and to what extent dividends paid include realized capital gains and/or are paid out of capital, attributable to the relevant class of Shares. To the extent the net income and net realized profits attributable to these Shares exceed the amount declared payable, the excess return will be reflected in the respective Net Asset Value of such Shares. Dividends may be automatically reinvested at the election of the Shareholder.

Management Company, Administrator, Custodian and Transfer Agent Fees

The Management Company is paid an annual fee out of the assets of the Portfolio on the aggregate Net Asset Value attributable to the class S1 shares equal to the lesser of \$50,000 or 0.01% of average daily Net Asset Value.

The Administrator fee, Custodian fee and Transfer Agent fee for the Portfolio are paid out of the assets of the Portfolio, calculated on each Business Day on the basis of the Net Asset Value of the assets attributable to the relevant Class of Shares and paid out monthly. As of 31 August 2014, the annualized amounts expressed as a percentage of average daily Net Asset Value of the Portfolio of the Administrator fee, Custodian fee and Transfer Agent fee were 0.09%, 0.12% and 0.02%, respectively. These fees may decrease or increase depending on the assets of the Portfolio and transaction volume or for other reasons.

Organizational Expenses

At the date of the inception of the Portfolio, provision was made on the accounts of the Portfolio for estimated organizational expenses of \$10,000 and such expenses will be amortized over a period of up to five years.

Historical Performance

Information on the historical performance of the Portfolio may be found in the Portfolio's KIIDs and at www.abglobal.com.

History

The Portfolio was established as a portfolio of the Fund on 26 September 2012.

Section II: Core Information

The Fund

ACMBernstein is a mutual investment fund (*fonds commun de placement*) organized under the laws of the Grand Duchy of Luxembourg as an unincorporated co-proprietorship of its securities and is registered under Part I of the Law of 2010. Outside of Germany, Austria and Switzerland, the Fund conducts business under the name AllianceBernstein. The Fund qualifies as a UCITS within the meaning of Article 1 (2) of the EC Directive 2009/65 of 13 July 2009, as amended (the "Directive 2009/65/EC"). The Fund is managed in the interest of its Shareholders by the Management Company in accordance with the Fund's Management Regulations, as amended from time to time. See "Additional Information—Management Regulations." The assets of the Fund, including the assets of each

portfolio, are separate from those of the Management Company. All actions referred to herein as being performed by the Fund or a portfolio will be performed by the Management Company or its agents on behalf of the Fund or such portfolio.

The Fund is structured as an "umbrella fund" comprising separate pools of assets (each a "portfolio"). Each portfolio is answerable only for its own obligations and expenses, and not for the liabilities of any other portfolio. The Fund offers various classes of Shares of each of its portfolios. In the future, the Fund may issue Shares of other classes of one or more portfolios or Shares of other classes related to newly established portfolios. All Shares of the same class have the same rights as to dividends and redemptions.

How to Purchase Shares

General

The Fund is offering through this document the classes of Shares indicated under "Summary Information" with respect to each portfolio in Section I. "Summary Information" indicates the Offered Currency or Offered Currencies in which such Shares are offered for subscription and redemption. The Shares being offered hereby may be subject to different sales charges and ongoing distribution and other fees. These alternative sale arrangements permit an investor to choose the method of purchasing shares that is most beneficial given the amount of the purchase, the length of time the investor expects to hold the shares and other circumstances.

The minimum initial investment, minimum subsequent investment and maximum investment, if any, are indicated under "Summary Information" in Section I. For certain classes of Shares and certain categories of investors the minimum initial and subsequent investment may be reduced and any maximum investment amount may be waived by the Management Company in its sole discretion. In addition, the Management Company, in its sole discretion, may allow distributors or dealers to establish different minimums for initial and subsequent investments with respect to any class of Shares.

The Fund does not currently accept payment in any currency other than an Offered Currency. The offering price of each class of Shares will be available for inspection at the registered office of the Management Company. The Management Company on behalf of the Fund may refuse any order to purchase Shares for any reason. In this regard, the Fund reserves the right to restrict purchases of Shares (including through exchanges) when they appear to evidence a pattern of frequent purchases and redemptions made in response to short-term considerations. See "Excessive and Short-Term Trading Policy and Procedures" in Appendix B.

The Management Company may, at any time at its discretion, temporarily discontinue, cease indefinitely or limit the issue of Shares to investors resident or established in certain countries or territories. The Management Company may also prohibit certain investors from acquiring Shares if necessary for the protection of the Shareholders as a whole and the Fund.

Anti-Money Laundering Compliance

Pursuant to the Luxembourg law of 19 February 1973 (as amended), the law of 5 April 1993 (as amended), the law of 12 November 2004, as amended, and associated circulars of the Luxembourg supervisory authority, obligations have been outlined to prevent the use of undertakings for collective investment such as the Fund for money laundering purposes. In addition, applicable laws and the laws, regulations, and the Executive Orders administered by the U.S. Department of Treasury's Office of Foreign Assets Control impose certain regulations (the "OFAC Obligations") on the Fund for the prevention of money laundering and terrorist financing.

Within this context a procedure for the identification of investors has been imposed and the investors may be required to produce a certified copy of their identification documents (*e.g.*, passport, identity card or driving license) and for investors who are corporate or legal entities constitutive documents (*e.g.*, an extract from the registrar of companies or articles or other official documentation). Such identification procedure may only be waived in the specific cases where the Luxembourg law or regulations, and where applicable, the OFAC Obligations, provide for exemptions.

Purchases of Shares

Shares will be available for purchase in the Offered Currencies at their respective Net Asset Values (plus any applicable sales charge) on any

Business Day. The Net Asset Value will be calculated in the Currency of the Portfolio and additionally a Net Asset Value in another Offered Currency will be determined based upon the applicable conversion rate(s) on such Business Day. The Net Asset Value is determined for each Trade Date as of its Valuation Point, which is 4:00 p.m. U.S. Eastern time on such Trade Date, unless otherwise provided for in the relevant part of Section I relating to a specific portfolio. Orders from investors will be accepted only upon receipt of cleared funds by the Custodian unless, in a particular case, an investor has provided a written undertaking acceptable to the Management Company or the Distributor obligating such investor to effect payment in full for shares within a customary period of time. Any such arrangement may be accepted by the Management Company or the Distributor in its or their sole discretion. Each order should specify the Offered Currency in which the payment will be made. In cases where the Management Company consents to payments in a currency other than in an Offered Currency, the order will be accepted only upon conversion in the Currency of the Portfolio of the amount received and the reconciliation thereof with the relevant application.

Purchase orders for a given Trade Date may be accepted up to the Order Cut-off Time (4:00 p.m. U.S. Eastern time, or otherwise as defined in the relevant part of Section I relating to a specific portfolio) for such Trade Date. Valid and complete orders received and accepted by the Management Company or its agents within this time frame are processed as of such Trade Date, in the relevant Offered Currency, at the Net Asset Value per Share of the appropriate class determined as of the Valuation Point for such Trade Date. Orders received and accepted after the Order Cut-off Time (4:00 p.m. U.S. Eastern time, or otherwise as defined in the relevant part of Section I relating to a specific portfolio) are processed on the next Business Day at the appropriate Net Asset Value determined as of the Valuation Point on such Business Day, in which case the Trade Date in respect of such purchase, redemption or exchange request will be such Business Day. At the discretion of the Management Company, Trade Dates, Valuation Points or the foregoing Order Cut-off Times may be changed, and additional Trade Dates, Valuation Points and Order Cut-off Times may be designated. The Management Company will notify Shareholders of any such changes. In the event the Management Company has suspended or postponed the determination of Net Asset Values as set out in "Suspension of Issue, Redemption and Exchange of Shares and Calculation of Net Asset Value", the Net Asset Value determined at the next Valuation Point will be utilized.

Orders generally will be forwarded to the Management Company by the Distributor or selling dealer on the date received, provided the order is received by the Distributor or dealer prior to such deadline as may from time to time be established by the office in which the order is placed. Neither the Distributor nor any dealer is permitted to withhold placing orders to benefit themselves by a price change.

Share Classes

The maximum sales charge, if any, with respect to the Shares offered is indicated under "Summary Information" in Section I. The Distributor may fully reallocate the amount of the sales charge to dealers with whom it has agreements. If in any country in which shares are offered, local law or practice requires or permits a lower sales charge than that indicated under "Summary Information" for any individual purchase order, the Distributor may sell shares and may authorize or require dealers to sell shares within such country

with a lower sales charge. The Distributor also receives, for certain classes of shares, a distribution fee, accrued daily and paid monthly in arrears, at the annual rates indicated under "Summary Information" on the Portfolio's aggregate average daily Net Asset Value attributable to the appropriate class of shares.

With respect to certain classes of shares (such as class B shares), the proceeds of these Shares redeemed by an investor within a certain number of years of the date such Shares were issued will be assessed a contingent deferred sales charge. Unless otherwise provided for in the relevant part of Section I relating to a specific portfolio, the charge will be calculated in the Currency of the Portfolio on the amount which is the lesser of the current Net Asset Value or original cost of the Shares being redeemed, and if applicable, thereafter, expressed in the Offered Currency at the applicable conversion rate on each Valuation Point. In addition, no charge will be assessed on Shares derived from reinvestment of dividends or capital gains distributions. In determining whether a contingent deferred sales charge is applicable to the proceeds of a redemption, the calculation will be determined in the manner that results in the lowest possible rate being charged, while taking into account that a request by an investor to redeem such class of Shares will be deemed to have been given for the Shares which have been held for the longest period by such investor.

Proceeds from the contingent deferred sales charge are paid to the Distributor and are used in whole or in part by the Distributor to defray its expenses in providing distribution-related services to the Fund with a contingent deferred sales charge and the furnishing of services to Shareholders by sales and marketing personnel of the Distributor. The combination of the contingent deferred sales charge and the distribution fee is designed to finance the distribution of such Shares through the Distributor and dealers without a sales charge being assessed at the time of purchase. The Management Company and the Distributor reserve the right to modify the contingent deferred sales charge schedule applicable in certain jurisdictions. Shares subject to a contingent deferred sales charge may not be held within omnibus account arrangements unless the Management Company and Distributor consent.

All Shares of a class convey, upon issue, the same rights as to redemption and distributions. The Net Asset Value per Share of the various classes of Shares in respect of a particular portfolio may differ as a result of the different fees assessed on each class of Shares.

The Fund currently offers, and in the future may offer in respect of each portfolio, various classes of Shares with differing fee structures and subscription requirements to meet the needs of certain classes of investors or to conform to market practice or requirements in certain jurisdictions. The Fund retains the right to offer only one or more class of Shares for purchase by investors in any particular jurisdiction. In addition, the Fund or the Distributor may adopt standards applicable to classes of investors or transactions which permit, or limit investment to, the purchase of a particular class of Shares. Prospective investors should consult their financial adviser to determine which classes of Shares may be available in their particular jurisdiction and best suit their investment needs.

Currency Hedged Share Classes. One or more of a portfolio's share classes offered in a particular currency (each, an "Offered Currency") may be hedged to such Offered Currency. Any such share class will constitute a "Currency Hedged Share Class." Currency Hedged Share Classes aim to provide investors a return more closely correlated to the Portfolio's base currency return by reducing the effect of exchange rate fluctuations between the portfolio's base currency (e.g., US Dollars) and the relevant Offered Currency, taking into account practical considerations such as transaction costs. The hedging strategy employed is designed to reduce, but may not eliminate,

currency exposure between the portfolio's base currency and the Offered Currency.

The precise hedging strategy applied to a particular Hedged Share Class may vary from one portfolio offering Currency Hedged Share Class(es) to another. But, in general, the amount of net subscriptions of a particular Currency Hedged Share Class will be converted into the portfolio's base currency at the applicable spot rate. At the same time, the Investment Manager will enter into a forward currency exchange contract for the same amount. Thereafter the hedge will be monitored and adjusted from time-to-time to take account of net subscriptions/redemptions attributable to investor flows as well as the net asset value of the relevant Currency Hedged Share Class. The degree of effectiveness provided by a particular hedge will depend, among other things, on the Investment Manager's ability to enter into corresponding forward currency exchange contracts in order to match the most recently available value of the portfolio's assets attributable to the Currency Hedged Share Class with corresponding forward currency exchange contracts. During the life of each foreign currency exchange contract, any gains or losses on the forward position is incorporated into the daily net asset value of the Currency Hedged Share Class and is realized on the settlement of the forward currency exchange contract in-question. These forward positions are then rolled from one forward currency exchange contract to another thereby continuing the hedge.

The returns of Currency Hedged Share Classes denominated in the Offered Currencies are intended to correlate significantly with the returns of share classes denominated in a portfolio's base currency. However, these returns will not correlate perfectly due to various factors, including short-term interest rate differentials, unrealized gains/losses on currency forward positions' not being invested until the gains/losses are realized, the target hedge ratio and deviation range employed by the Investment Manager (the deviation range is designed to avoid higher transaction costs associated with excessive minor hedge adjustments but results in minor over/under hedges), the timing of the market value hedge adjustments relative to the portfolio's Valuation Point, and transaction costs attributable to hedging activity.

These hedging transactions for the Currency Hedged Share Classes are intended to be entered into continuously whether the Offered Currency in which the Currency Hedged Share Class is denominated is declining or increasing in value relative to other currencies. Therefore such hedging will tend to protect investors in the relevant Currency Hedged Share Classes to the extent the value of the Currency Hedged Share Class's Offered Currency rises relative to the portfolio's base currency. Conversely, such hedging will tend to prevent investors from benefiting if the value of a Currency Hedged Share Class's Offered Currency decreases relative to the portfolio's base currency.

Currency Hedged Share Classes do not affect the investment management of the portfolio's underlying assets since it is only the net asset value of the Currency Hedged Share Classes which is hedged, not the portfolio's underlying assets.

In contrast to the rationale underlying Currency Hedged Share Classes, a particular portfolio's investment strategy may seek to fully or partially hedge currency exposures arising from some or all of the portfolio's underlying assets to the portfolio's base currency to the extent indicated in the description of a particular portfolio's investment strategy set out in Section I. This type of hedging activity (i.e., hedging the currency exposures of a portfolio's investments against the portfolio's base currency) is separate from – and unrelated to – the hedging activity discussed

under this heading relating solely to Currency Hedged Share Classes. To the extent a particular portfolio offers Currency Hedged Share Classes and seeks also to fully or partially hedge currency exposures relating to some or all of the portfolio's underlying assets to the portfolio's base currency, certain costs and inefficiencies could result.

The attention of Shareholders is drawn to the fact that the Fund is authorized, from time to time, to create and offer Currency Hedged Share Classes in addition to those currently described within the present Prospectus. Such newly created Currency Hedged Share Classes will be reflected in the next update of the Prospectus.

A complete list of available Share Classes may be obtained from www.abglobal.com or the registered office of the Management Company.

Partial Duration Hedged Share Classes. For some fixed-income portfolios, the Management Company may offer Partial Duration Hedged Share Classes. Partial Duration Hedged Share Classes intend to provide investors a return that is less sensitive to interest rate fluctuations by partially hedging the duration of the overall Portfolio for shareholders in the Partial Duration Hedged Share Class. Changes in interest rates will influence the total return of such fixed-income portfolios.

The partial duration hedging strategy is designed to reduce, however it may not eliminate, the interest rate risk of the overall portfolio in the Partial Duration Hedged Share Class. Managing the interest rate risk at the Partial Duration Hedged Share Classes level does not affect the investment management of the portfolio's underlying assets since the financial derivative instrument transactions used to hedge the interest rate risk will be performed at the net asset value (NAV) of the Partial Duration Hedged Share Classes. Shareholders should be aware that Partial Duration Hedged Share Classes may still have significant sensitivity to changes in interest rates, which would impact the NAV of the Partial Duration Hedged Share Class.

Such partial duration hedging strategy will be achieved through the use of financial derivative instruments, such as interest rate futures.

Expenses incurred as a result of such hedging activity will be borne on a pro rata basis by all Partial Duration Hedged Share Classes issued within the same portfolio.

Finally, shareholders should be aware that the level of leverage of Partial Duration Hedged Share Classes will automatically be higher than the expected level of leverage disclosed for a specific portfolio. Indeed, such expected level of leverage does not take into account the hedging transactions used for the Partial Duration Hedged Share Classes.

Issuance and Settlement

Payments for Shares subscribed for should accompany the investor's Application Form, since the application will be accepted only upon identification of the payment made in respect of the Shares to be purchased, or, if Shares are subscribed for and purchased from or through an authorized selling dealer or the Distributor, payment should be made in accordance with such procedures as may be adopted by such dealer and approved by the Distributor and the Fund. Different settlement periods may apply in certain jurisdictions where the Shares are sold. Payment for Shares purchased directly from the Fund are payable to the account of the Fund as indicated in the Application Form. Upon receipt of payment by the Fund, the Management Company will issue whole and fractional Shares and certificates, if requested. Confirmations will be delivered to the investor. Payment

for shares and the applicable sales charge, if any, must be made in an Offered Currency.

Confirmation Notes and Certificates

A confirmation note will be sent to the investor on the Business Day following the issue of the Shares, providing full details of the transaction. All Shares are issued in registered form, and the Fund's Shareholder register in respect of the relevant portfolio maintained by the Transfer Agent is evidence of ownership. The Management Company treats the registered owner of a Share as the absolute and beneficial owner thereof. Shares are issued in uncertificated form unless a certificate is specifically requested at the time of application. The uncertificated form enables the Fund to effect redemption instructions without undue delay and consequently the Fund recommends that investors maintain their Shares in uncertificated form. If an investor requests Shares to be issued in certificated form, a Share certificate is sent either to the investor or that person's nominated agent (at the investor risk) normally within 28 days of completion of the registration process or transfer, as the case may be, of the Shares.

AB Funds Accounts and Account Numbers

Upon acceptance of an investor's Application Form in connection with the investor's first investment in an AB fund, the Transfer Agent will establish an account in its Shareholder processing system in which the investor's AB fund Shares will be recorded. This account reflects an investor's share position in the relevant AB fund. An AB funds account will be denominated in the Offered Currency in which the investor's first AB fund subscription is made. An AB funds account can only be denominated in one currency and thus will only record holdings of Shares denominated in the same currency. Investors desiring to hold Shares in multiple Offered Currencies will therefore have more than one AB funds account and will receive separate statements with respect to each such account. Investors will be given an AB funds account number with respect to each AB funds account they establish, and this number, together with the investor's pertinent details, constitutes proof of identity. This AB funds account number should be used for all future dealings by the investor in respect of any AB fund Shares of such accounts. Any change to an investor's personal details, loss of AB funds account number(s) or loss of Share certificates must be notified immediately to the Transfer Agent in writing. The Fund reserves the right to require an indemnity or verification of identity countersigned by a bank, stockholder or other party acceptable to it before accepting such instructions.

Subscriptions in Kind

The Management Company may accept securities as payment for Shares at its discretion provided that the contribution of such securities are consistent with policies pursued by the Investment Manager and will not result in a breach of the relevant portfolio's investment objective and policies or the Fund's investment restrictions. In such case, an auditor's report will be necessary to value the contribution in kind. Expenses in connection with the establishment of such report and any other expenses in connection with the subscription in kind will be borne by the subscriber that has chosen this method of payment, or by the Fund when the quantifiable benefits to the Fund exceed the cost of such auditor's report.

How to Redeem Shares

Shareholders may redeem their Shares on any Business Day through the Distributor or any authorized dealer, or by transmitting an irrevocable redemption order by facsimile or mail to the Management Company or its authorized agent. The redemption order must clearly state the name of the Fund and portfolio, the Share class, the number of Shares to be redeemed or the total value (in the Offered Currency in which the Shareholder has elected to purchase the Shares) of Shares to be redeemed, together with the Shareholder's name and AB funds account number (for that Offered Currency) as registered with the Fund. Payments of redemption proceeds will be made in the Offered Currency in which the Shareholder's AB funds account is denominated.

If, as a result of any redemption request, a Shareholder's AB funds account falls below \$1,000 (or the equivalent amount in another Offered Currency depending on the currency in which the Shareholder's AB funds account is denominated), such redemption request may be deemed to apply to the Shareholder's entire AB funds account.

The redemption price will be equal to the Net Asset Value per Share in the relevant Offered Currency of the relevant share class determined for the appropriate Trade Date as of the Valuation Point, which is 4:00 p.m. U.S. Eastern time on such Trade Date, unless otherwise provided for in the relevant part of Section I relating to a specific portfolio. Redemption requests for a given Trade Date may be accepted up to the Order Cut-off Time (4:00 p.m. U.S. Eastern time, or otherwise as defined in the relevant part of Section I relating to a specific portfolio) for such Trade Date. Valid and complete redemption requests received within this time frame are normally processed as of such Trade Date at the redemption price as stated above. Redemption requests received after such Order Cut-off Time (4:00 p.m. U.S. Eastern time, or otherwise as defined in the relevant part of Section I relating to a specific portfolio) will be processed on the next Business Day at the appropriate Net Asset Value determined as of the Valuation Point on such Business Day, in which case the Trade Date in respect of such redemption request will be such Business Day. Depending on the Net Asset Value calculated with respect to a given Trade Date, the redemption price of Shares may be higher or lower than the price paid for such Shares at the time of subscription.

Unless otherwise provided for in the relevant part of Section I relating to a specific portfolio, payment of the redemption proceeds (the redemption price less any applicable contingent deferred sales charge) will be made by the Custodian or its agents in the relevant Offered Currency, usually within three Business Days after the relevant Trade Date to the account of the registered Shareholder, provided that (i) a redemption order has been received by the Management Company, or its authorized agent, in the appropriate form and (ii) the certificates (if issued) for the Shares to be redeemed have been received by the Management Company, or its authorized agent, prior to the Valuation Point with respect to such Trade Date. Payments can be made only to the registered owner of the Shares; third party payments cannot be

made. Payments will be made by wire transfer. Please note that payment of redemption proceeds may be delayed if the Management Company, or its authorized agent, has not received all required original documentation from Shareholders or their financial advisers, as appropriate, via mail. Wire transfer instructions should be included in an investor's original Application Form, otherwise wire transfer instructions must be received (and verified) by the Management Company, or its authorized agent, via mail or facsimile transmission before wire transfers of redemption proceeds may be sent.

The Management Company will endeavor to ensure, for any Trade Date, that an appropriate level of liquidity is maintained in respect of each portfolio so that redemption of Shares may, under normal circumstances, be made promptly on such date to Shareholders requesting redemption. However, the Management Company may limit the redemption of Shares in the event the Fund receives as of any Trade Date requests to redeem more than 10% of the Shares of the relevant portfolio or class outstanding as of such date (or such lower percentage as may be stated in the description of such portfolio in Section I), in which case Shares of the portfolio or class may be redeemed on a pro rata basis. Any part of a redemption request to which effect is not given by reason of the exercise of this power by or on behalf of the Management Company will be treated as if a request has been made in respect of the next Trade Date and all following Trade Dates (in relation to which the Management Company has the same power) until the original request has been satisfied in full. Any such limitation will be notified to those Shareholders who have applied for redemption. In addition, under certain circumstances, the Management Company may suspend the right of Shareholders to redeem Shares. See "Additional Information—Suspension of Issue, Redemption and Exchange of Shares and Calculation of Net Asset Value."

Transfers

Except as set out below and under "Additional Information—Restrictions on Ownership," the Shares which are listed are freely transferable. The Shares may not be transferred to U.S. Persons without the consent of the Management Company.

Redemptions in Kind

If requested by the Shareholder, redemptions may be made in kind at the discretion of the Management Company. Expenses in connection with the redemption in kind (mainly costs relating to the drawing up of an auditor's report) will be borne by the Shareholder that has chosen this method of redemption or by the Fund when the quantifiable benefits to the Fund exceed the cost of such auditor's report. To the extent reasonably possible, such redemption in kind will normally be made on a pro rata basis of all investments held by the Fund (having always due regard to and/or protecting the interests of the Fund).

How to Exchange or Convert Shares

Exchange for Shares of Other Portfolios within the Fund and Certain Other AB Funds

Shareholders have the option to exchange Shares for Shares of the same class of any other portfolio of the Fund or Shares of the same class of certain other AB funds. Any such exchange will be subject to the minimum investment requirements and any other applicable terms set out in the Prospectus relating to the Shares of the portfolio of the Fund or other AB fund to be acquired upon exchange. The Management Company reserves the right, in its discretion, to waive any applicable minimum subscription amounts.

The applicable Order Cut-off Time for an exchange will be the earlier of the Order Cut-off Times of the two AB funds or share classes that are associated with the exchange. If the earlier Order Cut-off Time is not met, the exchange will not be considered for acceptance until the next common Business Day of the two AB funds. Following receipt and acceptance by the Management Company, or its agent, of a valid and complete exchange order, exchanges will be effected, in each case, at the Net Asset Value as next determined in accordance with the terms set out in "Additional Information—Determination of the Net Asset Value of the Shares" below. Exchanges involving other AB funds will be effected by means of a redemption of the original Shares and a subscription for and purchase of the Shares to be acquired upon exchange. Each side of an exchange transaction will be effected on the same trade date.

The Management Company, on behalf of the Fund and the Distributor, reserves the right (i) to reject any order to acquire shares through exchange at any time or (ii) otherwise modify, restrict or terminate the exchange privilege generally at any time on 60 days' notice to Shareholders.

In respect of any exchange order involving a class of Shares possessing a contingent deferred sales charge, the holding period for purposes of calculating the contingent deferred sales charge due upon redemption, if applicable, relating to Shares acquired in an exchange, will be based on the date of purchase of the original Shares. The contingent deferred sales charge on Shares acquired in an exchange will be calculated based on the contingent deferred sales charge schedule associated to the original Shares at the time of purchase. Such restrictions may be

waived under certain circumstances in the sole discretion of the Management Company, on behalf of the Fund.

Exchanges will be effected in a manner such that upon redemption of the Shares acquired in the exchange, the redemption price will be paid in the Offered Currency in which the Shareholder's AB funds account is denominated. In the event a Shareholder exchanges original Shares into Shares that are not available in the Offered Currency in which the Shareholder's AB funds account is denominated, a second AB funds account denominated in the second Offered Currency will be opened in order for such Shares to be recorded therein. Shareholders will be issued a second AB funds account number and receive separate account statements with respect to any such second account. Transaction costs, if any, incurred in respect of an exchange of Shares of the same class but involving different currencies will be reflected in the amount of Shares realized by the investor upon exchange.

Investors interested in exchanging Shares should contact their financial adviser or the Distributor for more information about the exchange option. Neither the Fund nor the Management Company currently charges any administrative or other fees in connection with exchanges. However, investors who hold their Shares through accounts with a dealer should contact such dealer to determine if any such fees apply in connection with exchanges.

Conversion of CDSC Shares

Commencing 1 July 2007, Shareholders of CDSC Shares for which a conversion right has been provided in Section I will have the right to convert such CDSC Shares to such other share classes of the same Portfolio as stipulated in Section I after such CDSC Shares have been held for the number of years specified in Section I without charge from either the Fund or the Management Company.

Conversions are not compulsory or automatic and will be effected only at the election of the registered holder of such CDSC Shares (*i.e.*, the owner of such CDSC Shares as reflected in the Fund's shareholder register). Accordingly, investors who hold their CDSC Shares through accounts with a dealer should contact such dealer for more information about converting their CDSC shares.

Determination of Net Asset Value

The Net Asset Value per Share of each class of Shares, expressed in the Currency of the Portfolio and any other Offered Currency, will be determined by the Management Company as of 4:00 p.m. U.S. Eastern time on each Business Day. To the extent feasible, investment income, interest payable, fees and other liabilities (including management fees) will be accrued daily.

In all cases, the Net Asset Value per Share of each class of Shares is determined by dividing the value of the total assets of each portfolio properly allocable to such class of Shares less the liabilities of such portfolio properly allocable to such class of Shares by the total number of Shares of such class outstanding on each Business Day. The Net Asset Value per Share of each class of Shares of a portfolio may differ as a result of the different fees assessed on each class of Shares of such portfolio.

With respect to securities for which market quotations are readily available, the market value of a security held by a portfolio will be determined as follows:

- (a) securities listed on an exchange are valued at the last sale price reflected on the consolidated tape at the close of the exchange on the Business Day as of which such value is being determined. If there has been no sale on such day, the securities are valued at the mean of the closing bid and asked prices on such day. If no bid or asked prices are quoted on such day, then the security is valued in good faith at fair value by, or in accordance with procedures established by, the Management Company;
- (b) securities traded on more than one exchange are valued in accordance with paragraph (a) above by reference to the principal exchange on which the securities are traded;
- (c) securities traded in the over-the-counter market, including securities listed on an exchange whose primary market is believed to be over-the-counter (but excluding securities traded on The Nasdaq Stock Market, Inc. ("NASDAQ")) are valued at the mean of the current bid and asked prices;
- (d) securities traded on NASDAQ are valued in accordance with the NASDAQ Official Closing Price;
- (e) listed put or call options purchased by a portfolio are valued at the last sale price. If there has been no sale on that day, such securities will be valued at the closing bid prices on that day;
- (f) open futures contracts and options thereon will be valued using the closing settlement price or, in the absence of such a price, the most recent quoted bid price. If there are no quotations available for the day of valuations, the last available closing settlement price will be used;
- (g) U.S. Government securities and other debt instruments having 60 days or less remaining until maturity are valued at amortized cost if their original maturity was 60 days or less, or by amortizing their fair value as of the 61st day prior to maturity if their original term to maturity exceeded 60 days (unless in either case it is determined, in accordance with procedures established by the Management Company, that this method does not represent fair value);
- (h) fixed income securities are valued at the most recent bid price provided by the principal market makers;
- (i) mortgage-backed and asset-backed securities may be valued at prices that reflect the market value of such securities and that are obtained from a bond pricing service or at a price that

reflects the market value of such securities and that is obtained from one or more of the major broker-dealers in such securities when such prices are believed to reflect the fair market value of such securities. In cases where broker-dealer quotes are obtained, the Investment Manager may establish procedures whereby changes in market yields or spreads are used to adjust, on a daily basis, a recently obtained quoted bid price on a security;

- (j) OTC and other derivatives are valued on the basis of a quoted bid price or spread from a major broker-dealer in such security; and
- (k) all other securities will be valued in accordance with readily available market quotations as determined in accordance with procedures established by the Management Company. In the event that extraordinary circumstances render such a valuation impracticable or inadequate, the Management Company is authorized to follow other rules prudently and in good faith in order to achieve a fair valuation of the assets of the Fund.

The Fund values its securities at their current market value determined on the basis of market quotations or, if market quotations are not readily available or are unreliable, at "fair value" as determined in accordance with procedures established by and under the general supervision of the Management Company. In determining whether to apply fair value pricing, the Fund considers a number of factors, such as the Order Cut-off Time for a particular Portfolio, the close of the securities markets in which such Portfolio trades and the existence of extraordinary events. When the Fund uses fair value pricing, it may take into account any factors it deems appropriate. The Fund may determine fair value based upon developments related to a specific security or current valuations of market indices. The prices of securities used by the Fund to calculate its Net Asset Value may differ from quoted or published prices for the same securities.

Accordingly, as may also be the case with a previously reported stock exchange price, the price of any portfolio security determined utilizing fair value pricing procedures may be materially different from the price to be realized upon the sale of such security.

For purposes of determining the Fund's Net Asset Value per Share, all assets and liabilities initially expressed in a currency other than the Currency of the Portfolio will be converted into such currency at the mean of the current bid and asked prices of such currency against the Currency of the Portfolio last quoted by a major bank that is a regular participant in the relevant exchange market or on the basis of a pricing service that takes into account the quotes provided by a number of such major banks. If such quotations are not available as of the close of the Exchange, the rate of exchange will be determined in good faith by, or under the direction of, the Board of Managers of the Management Company.

In the event that extraordinary circumstances render such a valuation impracticable or inadequate, the Management Company is authorized to follow other rules prudently and in good faith in order to achieve a fair valuation of the assets of the Fund.

Brown Brothers Harriman (Luxembourg) S.C.A. has been appointed by the Management Company to make the daily determination of the Net Asset Value per Share of each class of Shares of each portfolio. The Net Asset Value in respect of a particular Valuation Point will be available at or around 6:00 p.m. U.S. Eastern time on such Business Day. For purposes of issues and redemptions, the Net Asset Value may be converted in other currencies as specified in this Prospectus.

Suspension of Issue, Redemption and Exchange of Shares and Calculation of Net Asset Value

The Management Company may temporarily suspend the determination of Net Asset Value of a portfolio, and consequently the issue, redemption and exchange of Shares of such portfolio, in any of the following events:

- ⌚! When one or more stock exchanges or markets that provide the basis for valuing a substantial portion of the assets of a portfolio, or when one or more foreign exchange markets in the currency in which a substantial portion of the assets of the portfolio are denominated, is closed otherwise than for ordinary holidays or if dealings therein are restricted or suspended.
- ⌚! When, as a result of political, economic, military or monetary events or any circumstances outside the responsibility and the control of the Management Company, disposal of the assets of a portfolio is not reasonably or normally practicable without being seriously detrimental to the interests of the Shareholders.
- ⌚! In the case of a breakdown in the normal means of communication used for the valuation of any investment of a

portfolio or if, for any reason, the value of any asset of a portfolio may not be determined as rapidly and accurately as required.

- ⌚! If, as a result of exchange restrictions or other restrictions affecting the transfer of funds, transactions on behalf of a portfolio are rendered impracticable or if purchases and sales of the portfolio's assets cannot be effected at normal rates of exchange.

The decision to suspend temporarily the determination of the Net Asset Value of Shares of a portfolio does not necessarily entail the same decision for the classes of Shares of another portfolio, if the assets within such other portfolio are not affected to the same extent by the same circumstances. Suspensions of the calculation of the Net Asset Value will be published in the manner prescribed for notices to Shareholders under the heading "Meetings and Reports to Shareholders" in this Section II if such suspension is likely to exceed ten days.

Investment Types

The following chart displays the principal investment types in which each Portfolio may invest, but does not purport to provide a complete explanation of all investment types in which each portfolio of the Fund may invest. This chart of investment types is merely illustrative and should not be construed as limiting a Portfolio's ability to invest in other types of securities. Investment types not indicated for a particular Portfolio may still be used to some extent by that Portfolio at various times subject to the restrictions in such Portfolio's stated investment objective and policies and the limitations contained in "Investment Restrictions" in Appendix A. Each of these investment types is described in detail on the following pages.

Investors should further note that the Investment Manager may vary a Portfolio's holdings due to changing market conditions, as further described below.

Temporary Defensive Position. Under extraordinary circumstances and for a limited period, the Investment Manager may take temporary defensive measures, varying the investment policy of any portfolio during periods in which conditions in securities markets or other economic or political conditions warrant. The Fund may reduce a portfolio's position in equity securities or long-term debt securities, as appropriate, and increase its position in other debt securities, which may include short-term fixed-income securities issued or guaranteed by the U.S. Government or by a governmental entity of any member state of the OECD, or by European, U.S. or multinational companies or supranational organizations rated AA or better by S&P or Aa or better by Moody's, or the equivalent thereof by at least one IRSO, or if not so rated, determined by the Investment Manager to be of equivalent investment quality. Such securities may be denominated in a portfolio's base currency or in a non-base currency. A portfolio may also hold ancillary liquid assets comprised of cash and money market instruments issued or guaranteed by such highly rated institutions provided their maturity is less than 120 days. A portfolio may also at any time temporarily invest funds awaiting reinvestment or held as reserves for dividends and other distributions to Shareholders in money market instruments referred to above. While a portfolio invests for temporary defensive purposes, it may not meet its investment objective.

Future Developments. On an ancillary basis, each portfolio may take advantage of other investment practices that are not currently contemplated for use by the portfolio to the extent such investment practices are consistent with the portfolio's investment objective and legally permissible. Such investment practices, if they arise, may involve risks that exceed those involved in the practices described herein.

Lack of Liquidity of Certain Securities. Certain securities in which the Fund may invest may become subject to legal or other restrictions on transfer and there may be no liquid market for such securities. Each portfolio will maintain no more than 10% of its total net assets in securities which have a lack of liquidity. For this purpose, such securities include, among others (a) direct placements or other securities which are subject to legal or contractual restrictions on resale or for which there is no readily available market (e.g., trading in the security is suspended or, in the case of unlisted securities, market makers do not exist or will not entertain bids or offers), including many currency swaps and any assets used to cover currency swaps, (b) OTC options and assets used to cover written OTC options, and (c) repurchase agreements not terminable within seven days. Securities that have legal or contractual restrictions on resale but have a readily available market are not deemed illiquid. The Investment Manager will monitor the liquidity of the portfolio securities of each portfolio. If a portfolio invests in securities having a lack of liquidity, it may not be able to sell such securities and may not be able to realize their full value upon sale.

See paragraph (5) of "Investment Restrictions" in Appendix A for a discussion of securities having a lack of liquidity in which a portfolio may invest.

Multi-Asset/Asset Allocation

	Developed Market Multi-Asset Income Portfolio	Dynamic Diversified Portfolio
Equity Securities Types		
Equity Securities	●	●
REITs	●	●
Debt Securities Types		
Fixed-Income Securities	●	●
Residential Mortgage-Backed Securities (RMBS) *	●	●
Commercial Mortgage-Backed Securities (CMBS) *	●	●
Other Asset-Backed Securities*	●	●
Structured Securities and Basket Securities*	●	●
Other Investments Types		
Options, Rights and Warrants	●	●
Futures Contracts	●	●
Forward Commitments	●	●
Repurchase Agreements/Reverse Repurchase Agreements	●	●
Currency Transactions	●	●
Swaps, Caps, Floors	●	●
Synthetic Equity Securities	●	●

* Unless otherwise provided for in the specific information relating to a particular portfolio contained in part I of this Prospectus, investments in Asset and Mortgage Backed Securities and Structured Securities are limited to 20% of the net assets of any portfolio

Equity

	Global Equity Blend Portfolio	Global Growth Trends Portfolio	Global Value Portfolio	Emerging Markets Growth Portfolio	American Growth Portfolio	US Thematic Research Portfolio	Eurozone Strategic Value Portfolio	European Value Portfolio	Asia Ex-Japan Equity Portfolio	Asia Pacific Ex-Japan Equity Portfolio	Japan Strategic Value Portfolio	China Opportunity Portfolio
Equity Securities Types												
Equity Securities	●	●	●	●	●	●	●	●	●	●	●	●
REITs	●	●				●						●
Debt Securities Types												
Fixed-Income Securities												
Residential Mortgage-Backed Securities (RMBS) *												
Commercial Mortgage-Backed Securities (CMBS) *												
Other Asset-Backed Securities*												
Structured Securities and Basket Securities*								●			●	
Other Investments Types												
Options, Rights and Warrants	●	●	●	●	●	●	●	●	●	●	●	●
Futures Contracts	●	●	●	●	●	●	●	●	●	●	●	●
Forward Commitments	●	●	●	●	●	●	●	●	●	●	●	●
Repurchase Agreements/Reverse Repurchase Agreements												
Swaps, Caps, Floors	●	●	●	●	●	●	●	●	●	●	●	●
Synthetic Equity Securities		●		●		●			●	●		

Fixed-Income

	Global Bond Portfolio	Global High Yield Portfolio	American Income Portfolio	European Income Portfolio	Emerging Markets Debt Portfolio	Mortgage Income Portfolio	Global Bond II Portfolio
Equity Securities Types							
Equity Securities							
REITs							
Debt Securities Types							
Fixed-Income Securities	●	●	●	●	●	●	●
Residential Mortgage-Backed Securities (RMBS) *	●	●	●	●	●	●	●
Commercial Mortgage-Backed Securities (CMBS) *	●	●	●	●	●	●	●
Other Asset-Backed Securities*	●	●	●	●	●	●	●
Structured Securities and Basket Securities*	●	●	●	●	●	●	●
Other Investments Types							
Options, Rights and Warrants	●	●	●	●	●	●	●
Futures Contracts	●		●	●	●	●	●
Forward Commitments	●	●	●	●	●		●
Repurchase Agreements/Reverse Repurchase Agreements	●	●	●	●	●	●	●
Currency Transactions	●	●	●	●	●	●	●
Swaps, Caps, Floors		●	●		●	●	
Synthetic Equity Securities							

* Unless otherwise provided for in the specific information relating to a particular portfolio contained in part I of this Prospectus, investments in Asset and Mortgage Backed Securities and Structured Securities are limited to 20% of the net assets of any portfolio

Portfolios of the Fund may invest in any of the following types of investments subject to the restrictions in the Portfolio's stated investment objective and policies and the limitations contained in "Investment Restrictions" in Appendix A.

In the Investment Manager's sole discretion, a portfolio may, for the purpose of efficient portfolio management and to hedge against market risks or provide exposure towards certain markets without direct purchase of the underlying assets, engage in various derivative strategies subject to the restrictions set out in the Fund's "Investment Restrictions" in Appendix A. Such transactions in which such portfolio may engage include derivative instruments such as swaps, including interest rate swaps, total rate of return swaps and credit default swaps, transactions in financial futures and options. A portfolio may also engage in transactions in options on portfolio securities. A portfolio may seek to hedge its investments against currency fluctuations which are adverse to the Currency of the Portfolio by utilizing currency options, futures contracts and forward currency contracts. The use of these derivative transactions involves certain risks and there can be no assurance that the objective sought to be obtained from the use of such instruments will be achieved. See "Risk Factors" below.

Equity Securities Types

Equity Securities. The equity securities in which a portfolio may invest include common stock, preferred stock, securities convertible into common stock or preferred stock and equity interests in partnerships, trusts or other types of equity securities that qualify as transferable securities.

In addition to directly purchasing securities of corporate issuers in various securities markets, a portfolio may invest in ADRs, EDRs, GDRs or other securities representing securities of companies based in countries other than the United States. Depositary receipts may not necessarily be denominated in the same currency as the underlying securities for which they may be exchanged. In addition, the issuers of the stock of unsponsored depositary receipts are not obligated to disclose material information in the United States and, therefore, there may not be a correlation between such information and the market value of the depositary receipts. ADRs are depositary receipts typically issued by a U.S. bank or trust company that evidence ownership of underlying securities issued by a non-U.S. corporation. EDRs, GDRs and other types of depositary receipts are typically issued by non-U.S. banks or trust companies and evidence ownership of underlying securities issued by either a non-U.S. or an U.S. company. Generally, ADRs, in registered form, are designed for use in the U.S. securities markets, and EDRs, in bearer form, are designed for use in non-U.S. securities markets. For purposes of determining the country of issuance, investments in depositary receipts of either type are deemed to be investments in the underlying securities.

REITs. A portfolio may invest in global real estate investment trusts ("REITs") and other global real estate industry companies which do not qualify as open-ended investment companies within the meaning of Luxembourg law and which are listed and publicly traded on stock exchanges in the United States or elsewhere. A "real estate industry company" is a company that derives at least 50% of its gross revenues or net profits from the ownership, development, construction, financing, management or sale of commercial, industrial or residential real estate or interests therein or from ownership and servicing of real estate related loans or interests. The equity securities in which a portfolio will invest for this purpose consist of common stock, Shares of beneficial interest of REITs and securities with common stock characteristics, such as preferred stock or convertible securities. REITs are pooled investment vehicles which invest primarily in

income producing real estate or real estate related loans or interests. REITs are generally classified as equity REITs, mortgage REITs that invest in commercial mortgages or residential mortgages, or a combination of equity and mortgage REITs. Equity REITs invest the majority of their assets directly in real property and derive income primarily from the collection of rents. Equity REITs can also realize capital gains by selling properties that have appreciated in value.

Debt Securities Types

Fixed-Income Securities. The fixed-income obligations in which a portfolio will invest include fixed-income securities issued by governmental entities, supranational entities, companies and other entities.

Convertible Securities. Convertible securities include bonds, debentures, corporate notes and preferred stocks that are convertible at a stated exchange rate into common stock. Prior to conversion, convertible securities have the same general characteristics as nonconvertible debt securities, which provide a stable stream of income with generally higher yields than those of equity securities of the same or similar issuers. The price of a convertible security will normally vary with changes in the price of the underlying stock, although the higher yield tends to make the convertible security less volatile than the underlying common stock. As with debt securities, the market value of convertible securities tends to decline as interest rates increase and increase as interest rates decline. While convertible securities generally offer lower interest or dividend yields than nonconvertible debt securities of similar quality, they enable investors to benefit from increases in the market price of the underlying common stock.

"Zero Coupon" Treasury Securities. A portfolio may invest in "zero coupon" Treasury securities, which are U.S. Treasury bills issued without interest coupons, U.S. Treasury notes and bonds which have been stripped of their unmatured interest coupons, and receipts or certificates representing interests in such stripped debt obligations and coupons. A zero coupon security pays no interest to its holder during its life. Its value to an investor consists of the difference between its face value at the time of maturity and the price for which it was acquired, which is generally an amount significantly less than its face value (sometimes referred to as a "deep discount" price). Such securities usually trade at a deep discount from their face or par value and will be subject to greater fluctuations of market value in response to changing interest rates than debt obligations of comparable maturities which make current distributions of interest. On the other hand, because there are no periodic interest payments to be reinvested prior to maturity, zero coupon securities eliminate reinvestment risk and lock in a rate of return to maturity.

Currently the only U.S. Treasury security issued without coupons is the Treasury bill. Although the U.S. Treasury does not itself issue Treasury notes and bonds without coupons, under the U.S. Treasury Separate Trading of Registered Interest and Principal of Securities, or STRIPS, program interest and principal payments on certain long-term Treasury securities may be maintained separately in the Federal Reserve book entry system and may be separately traded and owned. In addition, in the last few years a number of banks and brokerage firms have separated ("stripped") the principal portions ("corpus") from the coupon portions of U.S. Treasury bonds and notes and sold them separately in the form of receipts or certificates representing interests in these instruments (which instruments are generally held by a bank in a custodial or trust account).

Variable, Floating and Inverse Floating Rate Securities.

Fixed-income securities may have fixed, variable or floating rates of interest. Variable and floating rate securities pay interest at rates that are adjusted periodically, according to a specified formula. A "variable" interest rate adjusts at predetermined intervals (e.g., daily, weekly or monthly), while a "floating" interest rate adjusts whenever a specified benchmark rate (such as the bank prime lending rate) changes.

A portfolio may invest in fixed-income securities that pay interest at a coupon rate equal to a base rate, plus additional interest for a certain period of time if short-term interest rates rise above a predetermined level or "cap." The amount of such an additional interest payment typically is calculated under a formula based on a short-term interest rate index multiple by a designated factor.

Leveraged inverse floating rate fixed-income securities are sometimes known as inverse floaters. The interest rate on an inverse floater resets in the opposite direction from the market rate of interest to which the inverse floater is indexed. An inverse floater may be considered to be leveraged to the extent that its interest rate varies by a magnitude that exceeds the magnitude of the change in the index rate of interest. The higher degree of leverage inherent in inverse floaters is associated with greater volatility in market value, such that, during periods of rising interest rates, the market values of inverse floaters will tend to decrease more rapidly than those of fixed rate securities.

Inflation-Protected Securities. A portfolio may invest in certain types of government-issued inflation-protected securities, including U.S. Treasury Inflation Protected Securities ("U.S. TIPS") and inflation-protected securities issued by the governments of other nations. U.S. TIPS are fixed-income securities issued by the U.S. Department of the Treasury, the principal amounts of which are adjusted daily based upon changes in the rate of inflation (currently represented by the non-seasonally adjusted Consumer Price Index for All Urban Consumers, calculated with a three-month lag). The U.S. Treasury currently issues U.S. TIPS in only ten-year maturities, although it is possible that U.S. TIPS with other maturities will be issued in the future. U.S. TIPS have previously been issued with maturities of five, ten or thirty years. U.S. TIPS pay interest on a semi-annual basis, equal to a fixed percentage of the inflation-adjusted principal amount. The interest rate on these bonds is fixed at issuance, but over the life of the bond, this interest may be paid on an increasing or decreasing principal value that has been adjusted for inflation. Repayment of the original bond principal upon maturity (as adjusted for inflation) is guaranteed even during a period of deflation. However, if a portfolio purchases U.S. TIPS in the secondary market whose principal values have been adjusted upward due to inflation since issuance, the portfolio may experience a loss if there is a subsequent period of deflation. In addition, the current market value of the bonds is not guaranteed, and will fluctuate. If inflation is lower than expected during the period a portfolio holds a U.S. TIPS, the portfolio may earn less on this type of security than on a conventional bond. Inflation-protected securities of other governments may be subject to additional or different issues and risks depending on their structure and local markets.

Residential Mortgage-Backed Securities ("RMBS"). Holders of residential mortgage-backed securities ("RMBS") bear various risks, including credit, market, interest rate, structural and legal risks. RMBS represent interests in pools of residential mortgage loans secured by one to four family residential mortgage loans. Such loans may be prepaid at any time. Residential mortgage loans are obligations of the borrowers thereunder only and are not typically insured or guaranteed by any other person or entity, although such loans may be securitized by government agencies and the securities

issued guaranteed. The rate of defaults and losses on residential mortgage loans will be affected by a number of factors, including general economic conditions and those in the geographic area where the mortgaged property is located, the terms of the mortgage loan, the borrower's "equity" in the mortgaged property and the financial circumstances of the borrower.

Pass-Through Mortgage-Related Securities. The mortgage-related securities in which a portfolio may invest provide funds for mortgage loans made to U.S. residential home buyers. These include securities which represent interests in pools of mortgage loans made by lenders such as savings and loan institutions, mortgage bankers and commercial banks. Pools of mortgage loans are assembled for sale to investors (such as a portfolio) by various U.S. governmental, government-related and private organizations.

Interests in pools of mortgage-related securities differ from other forms of traditional debt securities, which normally provide for periodic payment of interest in fixed amounts with principal payments at maturity or specified call dates. Instead, mortgage-related securities provide a monthly payment which consists of both interest and principal. In effect, these payments are a "pass-through" of the monthly interest and principal payments made by the individual borrowers on their residential mortgage loans, net of any fees paid to the issuer, servicer or guarantor of such securities. Additional payments result from repayments of principal resulting from the sale of the underlying residential property, refinancing or foreclosure, net of fees or costs which may be incurred. Some mortgage-related securities, such as securities issued by the Government National Mortgage Association ("GNMA"), are described as "modified pass-through." These securities entitle the holder to receive all interest and principal payments owed on the mortgage pool, net of certain fees, regardless of whether or not the mortgagors actually make mortgage payments when due.

The investment characteristics of pass-through mortgage-related securities differ from those of traditional fixed-income securities. The major differences include the payment of interest and principal on the mortgage-related securities on a more frequent schedule, as described above, and the possibility that principal may be prepaid at any time due to prepayments on the underlying mortgage loans or other assets.

The occurrence of mortgage prepayments is affected by factors including the level of interest rates, general economic conditions, the location and age of the mortgage and other social and demographic conditions. Generally, prepayments on pass-through mortgage-related securities increase during periods of falling mortgage interest rates and decrease during periods of rising mortgage interest rates. Reinvestment of prepayments may occur at higher or lower interest rates than the original investment, thus affecting the yield of the portfolios.

The principal U.S. governmental (i.e., backed by the full faith and credit of the U.S. Government) guarantor of mortgage-related securities is GNMA. GNMA is a wholly-owned U.S. Government corporation within the Department of Housing and Urban Development. GNMA is authorized to guarantee, with the full faith and credit of the U.S. Government, the timely payment of principal and interest on securities issued by institutions approved by GNMA (such as savings and loan institutions, commercial banks and mortgage bankers) and backed by pools of Federal Housing Administration-insured or Veterans Administration-guaranteed mortgages.

U.S. Government-related (*i.e.*, not backed by the full faith and credit of the U.S. Government) guarantors include the Federal National Mortgage Association ("FNMA") and the Federal Home Loan Mortgage Corporation ("FHLMC"). FNMA is a government-sponsored corporation owned entirely by private stockholders. Pass-through securities issued by FNMA are guaranteed as to timely payment of principal and interest by FNMA but are not backed by the full faith and credit of the U.S. Government. FHLMC is a corporate instrumentality of the U.S. Government. Participation certificates issued by FHLMC are guaranteed as to the timely payment of interest and ultimate (or, in some cases, timely) collection of principal but are not backed by the full faith and credit of the U.S. Government.

Commercial banks, savings and loan institutions, private mortgage insurance companies, mortgage bankers and other secondary market issuers also create pass-through pools of conventional residential mortgage loans. Such issuers may also be the originators of the underlying mortgage loans as well as the guarantors of the mortgage-related securities. Pools created by such non-governmental issuers generally offer a higher rate of interest than government and government-related pools because there are no direct or indirect government guarantees of payments in the former pools. However, timely payment of interest and principal of these pools is generally supported by various forms of insurance or guarantees, including individual loan, title, pool and hazard insurance. The insurance and guarantees are issued by government entities, private insurers and the mortgage poolers. Such insurance and guarantees and the creditworthiness of the issuers thereof will be considered in determining whether a mortgage-related security meets a portfolio's investment quality standards. There can be no assurance that the private insurers can meet their obligations under the policies. A portfolio may buy mortgage-related securities without insurance or guarantees if through an examination of the loan experience and practices of the poolers the Investment Manager determines that the securities meet the portfolio's quality standards. Although the market for such securities is becoming increasingly liquid, securities issued by certain private organizations may not be readily marketable.

Collateralized Mortgage Obligations and Multi-Class Pass-Through Securities. Mortgage-related securities in which a portfolio may invest may also include collateralized mortgage obligations ("CMOs") and multi-class pass-through securities. CMOs are debt obligations issued by special purpose entities that are secured by mortgage-backed certificates, including, in many cases, certificates issued by governmental or government-related guarantors, including GNMA, FNMA and FHLMC, together with certain funds and other collateral. Multi-class pass-through securities are equity interests in a trust composed of mortgage loans or other mortgage-related securities. Payments of principal and interest on underlying collateral provide the funds to pay debt service on the CMO or make scheduled distributions on the multi-class pass-through security. CMOs and multi-class pass-through securities (collectively CMOs unless the context indicates otherwise) may be issued by agencies or instrumentalities of the U.S. Government or by private organizations. The issuer of a CMO may elect to be treated as a Real Estate Mortgage Investment Conduit ("REMIC").

In a CMO, a series of bonds or certificates is issued in multiple classes. Each class of CMOs, often referred to as a "tranche," is issued at a specific coupon rate and has a stated maturity or final distribution date. Principal prepayments on collateral underlying a CMO may cause it to be retired substantially earlier than the stated maturities or final distribution dates. The principal and interest on the underlying mortgages may be allocated among the several classes of a series of a CMO in many ways. In a common structure, payments of principal,

including any principal prepayments, on the underlying mortgages are applied to the classes of the series of a CMO in a specified order, so that no payment of principal will be made on certain classes of a CMO until certain other classes have been paid in full.

One or more tranches of a CMO may have coupon rates which reset periodically at a specified increment over an index such as LIBOR (as defined below). These adjustable rate tranches known as "floating rate CMOs" will be considered as ARMS (as defined below) by a portfolio. Floating rate CMOs are typically issued with lifetime caps on the coupon rate thereon. These caps, similar to the caps on adjustable rate mortgages described in "Adjustable Rate Mortgage Securities" below represent a ceiling beyond which the coupon rate on a floating rate CMO may not be increased regardless of increases in the interest rate index to which the floating rate CMO is tied.

Adjustable Rate Mortgage Securities. Adjustable rate mortgage securities ("ARMS") in which a portfolio may invest include (i) pass-through securities backed by adjustable rate mortgages and issued by GNMA, FNMA, FHLMC and by private organizations and (ii) floating rate CMOs. The coupon rates on ARMS are reset at periodic intervals to an increment over some predetermined interest rate index. There are three main categories of indices: (i) those based on U.S. Treasury securities, (ii) those derived from a calculated measure such as a cost of funds index or a moving average of mortgage rates and (iii) those based on short-term rates such as the London Interbank Offered Rate ("LIBOR"), Certificates of Deposit ("CDs") or the prime rate. Many issuers have selected as indices the yields of one-, three- and five-year U.S. Treasury notes, the discount rate of six-month U.S. Treasury bills as reported in two Federal Reserve statistical releases, the monthly G.13 (415) and the weekly H.15 (519), the CD composite, the prime rate, LIBOR and other indices. Additional indices may be developed in the future. In selecting a type of ARMS for investment, the Investment Manager will also consider the liquidity of the market for such ARMS.

The underlying adjustable rate mortgages which back ARMS in which a portfolio may invest will frequently have caps and floors which limit the maximum amount by which the loan rate to the residential borrower may change up or down (i) per reset or adjustment interval and (ii) over the life of the loan. Some residential adjustable rate mortgage loans limit periodic adjustments by limiting changes in the borrower's monthly principal and interest payments rather than limiting interest rate changes. These payment caps may result in negative amortization (*i.e.*, an increase in the balance of the mortgage loan). ARMS in which a portfolio may invest may also be backed by fixed-rate mortgages. Such ARMS, known as floating rate CMOs (as described above), generally have lifetime caps on the coupon rate thereon.

The ARMS in which a portfolio may invest include pass-through mortgage-related securities backed by adjustable rate mortgages and floating rate CMOs. As described above, adjustable rate mortgages typically have caps, which limit the maximum amount by which the coupon rate may be increased or decreased at periodic intervals or over the life of the loan. Floating rate CMOs have similar lifetime caps. To the extent that interest rates rise faster than the allowable caps on ARMS, such ARMS will behave more like securities backed by fixed-rate mortgages than by adjustable rate mortgage loans. Consequently, interest rate increases in excess of caps can be expected to cause ARMS to behave more like traditional debt securities than adjustable rate securities and,

accordingly, to decline in value to a greater extent than would be the case in the absence of such caps.

As noted above, because the coupon rates on ARMS are adjusted in response to changing interest rates, fluctuations in prices of ARMS due to changes in interest rates will be less than in the case of traditional debt securities. The adjustable rate feature of ARMS will not, however, eliminate such price fluctuations, particularly during periods of extreme fluctuations in interest rates. Also, since many adjustable rate mortgages only reset on an annual basis, it can be expected that the prices of ARMS will fluctuate to the extent that changes in prevailing interest rates are not immediately reflected in the coupon rates payable on the underlying adjustable rate mortgages.

Stripped Mortgage-Related Securities. Stripped mortgage-related securities ("SMRS") are derivative multi-class mortgage-related securities. SMRS may be issued by the U.S. Government, its agencies or instrumentalities, or by private originators of, or investors in, mortgage loans, including savings and loan associations, mortgage banks, commercial banks, investment banks and special purpose subsidiaries of the foregoing.

SMRS are usually structured with two classes that receive different proportions of the interest and principal distributions on a pool of GNMA, FNMA or FHLMC certificates, whole loans or private pass-through mortgage-related securities ("Mortgage Assets"). A common type of SMRS will have one class receiving some of the interest and most of the principal from the Mortgage Assets, while the other class will receive most of the interest and the remainder of the principal. In the most extreme case, one class will receive all of the interest (the interest-only or "IO" class), while the other class will receive all of the principal (the principal-only or "PO" class). The yield to maturity on an IO class is extremely sensitive to the rate of principal payments (including prepayments) on the related underlying Mortgage Assets, and a rapid rate of principal prepayments may have a material adverse effect on the yield to maturity of the IO class. The rate of principal prepayment will change as the general level of interest rates fluctuates. If the underlying Mortgage Assets experience greater than anticipated principal prepayments, the portfolio may fail to fully recoup its initial investment in these securities, even if the securities are rated AAA by S&P or Aaa by Moody's or the equivalent thereof by another NRSRO. Due to their structure and underlying cash flows, SMRS may be more volatile than mortgage-related securities that are not stripped.

Types of Credit Support. To lessen the effect of failures by obligors on underlying assets to make payments, non-GNMA, -FNMA or -FHLMC mortgage-related securities are likely to contain cash flow support. Such cash flow support falls into two categories: (i) liquidity protection and (ii) credit protection against losses resulting from ultimate default by an obligor on underlying assets. Liquidity protection refers to the provision of advances to cover delinquent (e.g., 30-60 days late) payments, generally by the entity administering the pool of assets, to ensure that the pass-through of payments due on the underlying pool occurs in a timely fashion. Credit protection against losses resulting from ultimate default enhances the likelihood of ultimate payment of the obligations on at least a portion of the assets in the pool. These protections may be provided through guarantees, insurance policies or letters of credit obtained by the issuer or sponsor from third parties, through various means of structuring the transaction, as described below, or through a combination of these approaches.

The ratings of securities for which third-party credit enhancement provides liquidity protection or protection against losses from default are generally dependent upon the continued creditworthiness of the enhancement provider. The ratings of such securities could be subject

to reduction in the event of deterioration in the creditworthiness of the enhancement provider even in cases where the delinquency and loss experience on the underlying pool of assets is better than expected.

Examples of credit support arising out of the structure of the transaction include "senior-subordinated securities" (multiple class securities with one or more classes subordinate to other classes as to the payment of principal thereof and interest thereon, with the result that defaults on the underlying assets are borne first by the holders of the subordinated class), creation of "reserve funds" (where cash or investments, sometimes funded from a portion of the payments on the underlying assets, are held in reserve against future losses) and "over collateralization" (where the scheduled payments on, or the principal amount of, the underlying assets exceed those expected to be required to make payment on the securities and pay any servicing or other fees). The degree of credit support provided for each issue is generally based on historical information with respect to the level of credit risk associated with the underlying assets. Other information which may be considered includes demographic factors, loan underwriting practices and general market and economic conditions. Delinquency or loss in excess of that which is anticipated could adversely affect the return on an investment in such a security.

Commercial Mortgage-Backed Securities ("CMBS").

Commercial mortgage-backed securities are securities that represent an interest in, or are secured by, mortgage loans secured by multifamily or commercial properties, such as industrial and warehouse properties, office buildings, retail space and shopping malls, and cooperative apartments, hotels and motels, nursing homes, hospitals and senior living centers. Commercial mortgage-backed securities have been issued in public and private transactions by a variety of public and private issuers using a variety of structures, some of which were developed in the residential mortgage context, including multi-class structures featuring senior and subordinated classes. Commercial mortgage-backed securities may pay fixed or floating-rates of interest. The commercial mortgage loans that underlie commercial mortgage-backed securities have certain distinct risk characteristics. Commercial mortgage loans generally lack standardized terms, which may complicate their structure, tend to have shorter maturities than residential mortgage loans and may not be fully amortizing. Commercial properties themselves tend to be unique and are more difficult to value than single-family residential properties. In addition, commercial properties, particularly industrial and warehouse properties, are subject to environmental risks and the burdens and costs of compliance with environmental laws and regulations.

Commercial mortgage-backed securities, like all fixed-income securities, generally decline in value as interest rates rise. Moreover, although generally the value of fixed-income securities increases during periods of falling interest rates, this inverse relationship may not be as marked in the case of single-family residential mortgage-backed securities due to the increased likelihood of prepayments during periods of falling interest rates in the case of commercial mortgage-backed securities. The process used to rate commercial mortgage-backed securities may focus on, among other factors, the structure of the security, the quality and adequacy of collateral and insurance, and the creditworthiness of the originators, servicing companies and providers of credit support.

Other Asset-Backed Securities. A portfolio may invest in certain high quality asset-backed securities. Through the use of trusts,

special purpose corporations and other vehicles, various types of assets, including automobile and credit card receivables, home equity loans and equipment leases, may be securitized in pass-through structures similar to the mortgage pass-through structures described above or in a pay-through structure similar to the CMO structure. The collateral behind asset-backed securities tends to have a controlled or limited prepayment rate. In addition, the short-term nature of asset-backed loans reduces the impact of any change in prepayment level. Due to amortization, the average life for asset-backed securities is also the conventional proxy for maturity.

Because of the possibility that prepayments (on mortgage loans, automobile loans or other collateral) will alter the cash flow on asset-backed securities, it is not possible to determine in advance the actual final maturity date or average life. Faster prepayment will shorten the average life and slower prepayments will lengthen it. However, it is possible to determine what the range of the movement could be and to calculate the effect that it will have on the price of the security.

Structured Securities and Basket Securities. A portfolio may invest in various types of structured securities and basket securities. Structured securities in which a portfolio invests may represent, for example, interests in entities organized and operated solely for the purpose of restructuring the investment characteristics of particular fixed-income obligations. This type of restructuring involves the deposit with or purchase by an entity, such as a corporation or trust, of specified instruments and the issuance by that entity of one or more classes of structured securities backed by, or representing interests in, the underlying instruments. The cash flow on the underlying instruments may be apportioned among the newly issued structured securities to create securities with different investment characteristics such as varying maturities, payment priorities and interest rate provisions, and the extent of the payments made with respect to structured securities is dependent on the extent of the cash flow on the underlying instruments. Structured securities of a given class may be either subordinated or unsubordinated to the right of payment of another class. Subordinated structured securities typically have higher yields and present greater risks than unsubordinated structured securities.

Basket securities in which a portfolio invests may consist of entities organized and operated for the purpose of holding a basket of fixed-income obligations of various issuers or a basket of other transferable securities. Baskets involving fixed-income obligations may be designed to represent the characteristics of some portion of the fixed-income securities market or the entire fixed-income securities market.

Subject to the Fund's Investment Restrictions set out in Appendix A, a portfolio may invest in structured securities and basket securities.

Collateralized Debt Obligations. Collateralized Debt Obligations ("CDOs") are instruments representing interests, generally divided into tranches, in pools, the underlying asset classes of which may include certain fixed income securities, such as asset-backed securities, corporate leveraged loans, other CDOs, credit default swaps and other derivatives. There are a variety of different types of CDOs, including CDOs collateralized by trust preferred securities and asset-backed securities and CDOs collateralized by corporate loans and debt securities called collateralized loan obligations ("CLOs"). CDOs may issue several types of securities or tranches, including, without limitation, CDO and CLO equity, multi-sector CDO equity, trust preferred CDO equity and CLO debt. CDO equity tranches may be unrated or non-investment grade. CDOs are subject to credit, liquidity and interest rate risks, which are each discussed in greater detail below.

Other Investments Types

Options, Rights and Warrants. An option gives the purchaser of the option, upon payment of a premium, the right to deliver to (in the case of a put) or receive from (in the case of a call) the writer of such option a specified amount of a security (or, in the case of an option on an index, cash) on or before a fixed date at a predetermined price. A call option written by a portfolio is "covered" if the portfolio owns the underlying security, has an absolute and immediate right to acquire that security upon conversion or exchange of another security it holds, or holds a call option on the underlying security with an exercise price equal to or less than that of the call option it has written. A put option written by a portfolio is covered if the portfolio holds a put option on the underlying securities with an exercise price equal to or greater than that of the put option it has written.

A call option is for cross-hedging purposes if a portfolio does not own the underlying security but seeks to provide a hedge against a decline in value of another security that the portfolio owns or has the right to acquire. A portfolio would write a call option for cross-hedging purposes, instead of writing a covered call option, when the premium to be received from the cross-hedge transaction would exceed that which would be received from writing a covered call option, while at the same time achieving the desired hedge.

Rights and warrants entitle the holder to buy equity securities at a specific price for a specific period of time. A portfolio may invest in rights or warrants only if the underlying equity securities themselves are deemed appropriate by the Investment Manager for inclusion in the relevant portfolio. Rights are generally issued to existing Shareholders of an issuer and in some countries are referred to as "preferential subscription rights." Rights are similar to warrants except that they have a substantially shorter duration. Rights and warrants may be considered more speculative than certain other types of investments in that they do not entitle a holder to dividends or voting rights with respect to the underlying securities nor do they represent any rights in the assets of the issuing company. The value of a right or warrant does not necessarily change with the value of the underlying security, although the value of a right or warrant may decline because of a decrease in the value of the underlying security, the passage of time or a change in perception as to the potential of the underlying security, or any combination of these factors. If the market price of the underlying security is below the exercise price set out in the warrant on the expiration date, the warrant will expire worthless. Moreover, a right or warrant ceases to have value if it is not exercised prior to the expiration date.

Futures Contracts. A "sale" of a futures contract means the acquisition of a contractual obligation to deliver the securities or foreign currencies or commodity indices called for by the contract at a specified price on a specified date. A "purchase" of a futures contract means the incurring of an obligation to acquire the securities, foreign currencies or commodity indices called for by the contract at a specified price on a specified date. The purchaser of a futures contract on an index agrees to take or make delivery of an amount of cash equal to the differences between a specified multiple of the value of the index on the expiration date of the contract ("current contract value") and the price at which the contract was originally struck. No physical delivery of the securities underlying the index is made. A Portfolio may also invest in options on futures contracts, which are options that call for the delivery of futures contracts upon exercise. Options on futures contracts written or purchased by a portfolio will be traded

on an exchange or OTC and will be used only for efficient management of its securities portfolio.

Forward Commitments. Forward commitments for the purchase or sale of securities may include purchases on a "when-issued" basis or purchases or sales on a "delayed delivery" basis. In some cases, a forward commitment may be conditioned upon the occurrence of a subsequent event, such as approval and consummation of a merger, corporate reorganization or debt restructuring (*i.e.*, a "when, as and if issued" trade).

When forward commitment transactions are negotiated, the price is fixed at the time the commitment is made, but delivery and payment for the securities take place at a later date. Normally, the settlement date occurs within two months after the transaction, but settlements beyond two months may be negotiated. Securities purchased or sold under a forward commitment are subject to market fluctuations, and no interest or dividends accrue to the purchaser prior to the settlement date.

The use of forward commitments enables a portfolio to protect against anticipated changes in interest rates and prices. For instance, in periods of rising interest rates and falling bond prices, a portfolio might sell securities held by it on a forward commitment basis to limit its exposure to falling prices. In periods of falling interest rates and rising bond prices, a portfolio might sell a security held by it and purchase the same or a similar security on a when-issued or forward commitment basis, thereby obtaining the benefit of currently higher cash yields. However, if the Investment Manager were to forecast incorrectly the direction of interest rate movements, the portfolio concerned might be required to complete such when-issued or forward transactions at a price inferior to the then current market values. When-issued securities and forward commitments may be sold prior to the settlement date, but a portfolio will enter into when-issued and forward commitments only with the intention of actually receiving securities or delivering them, as the case may be. If a portfolio chooses to dispose of the right to acquire a when-issued security prior to its acquisition or dispose of its right to deliver or receive against a forward commitment, it may incur a gain or loss. Any significant commitment of a portfolio's assets to the purchase of securities on a "when, as and if issued" basis may increase the volatility of such portfolio's Net Asset Value. In the event the other party to a forward commitment transaction were to default, the portfolio might lose the opportunity to invest money at favorable rates or to dispose of securities at favorable prices.

Efficient Portfolio Management Techniques

Subject to the conditions and within the limits laid down in the Law of 2010 as well as any circulars issued by the CSSF from time to time, and in particular the CSSF Circular 13/559 transposing the ESMA/2012/832 Guidelines for competent authorities and UCITS management companies - Guidelines on ETFs and other UCITS issues (the "ESMA Guidelines"), a portfolio may employ techniques and instruments relating to transferable securities and money market instruments, such as securities lending and repurchase agreement transactions, provided that such techniques and instruments are used for the purpose of efficient portfolio management. For further information about efficient portfolio management techniques employed by the Fund, see "Appendix D: Financial Techniques and Instruments."

Repurchase and Reverse Repurchase Agreements. A reverse repurchase agreement arises when the Fund "buys" a security from a counterparty and simultaneously agrees to sell it back to the counterparty at an agreed-upon future date and price. In a repurchase transaction, the Fund "sells" a security to a counterparty and

simultaneously agrees to repurchase it back from the counterparty at an agreed-upon future date and price. The repurchase price is the sum of repurchase agreement principal plus an agreed interest rate for the period the buyer's money is invested in the security. Such agreements provide the Investment Manager with additional flexibility to pursue the portfolio's investment objective.

The use of repurchase and reverse repurchase agreements by the Fund involves certain risks. If a counterparty in a reverse repurchase transaction defaults on its obligation, the portfolio concerned would suffer a loss to the extent that the proceeds from the sale of securities are insufficient to replace the amount of funds owed by the counterparty. If a counterparty in a repurchase transaction defaults on its obligation, the Fund concerned could suffer a loss to the extent that cash received by the Fund in the transaction is insufficient to replace the securities to be returned by the counterparty. The Investment Manager monitors the creditworthiness of the counterparty with which a portfolio enters into repurchase agreements.

Currency Transactions. Transactions in currencies may include options, forwards, futures and swaps and are subject to a number of risks, in particular, the risk posed by fluctuations in the market price of currency contracts.

Options on Currencies. As in the case of other kinds of options, the writing of an option on a currency constitutes only a partial hedge, up to the amount of the premium received, and the portfolio concerned could be required to purchase or sell currencies at disadvantageous exchange rates, thereby incurring losses. The purchase of an option on a currency may constitute an effective hedge against fluctuations in exchange rates although, in the event of rate movements adverse to the portfolio's position, it may forfeit the entire amount of the premium plus related transaction costs.

Forward Foreign Currency Exchange Contracts. A portfolio may purchase or sell forward foreign currency exchange contracts to reduce or obtain exposure to the Currency of the Portfolio, the currency of an underlying investment and/or other currencies. A forward foreign currency exchange contract is an obligation to purchase or sell a specific currency for an agreed price at a future date, and is individually negotiated and privately traded.

A portfolio may enter into a forward foreign currency exchange contract, for example, when it enters into a contract for the purchase or sale of a security denominated in a foreign currency in order to "lock in" the price, in the Currency of the Portfolio, of the security ("transaction hedge"). A portfolio may engage in transaction hedges with respect to the currency of a particular country to an amount equal to the aggregate amount of the portfolio's transactions in that currency, or such greater or lesser amount as may be required to accommodate for unrealized gains or losses in a portfolio or to adjust for subscription and redemption activity giving rise to the purchase or sale of underlying portfolio securities. Such outstanding currency positions opened for the purpose of a transaction hedge are not required to be adjusted unless any excess of the amount of such a transaction hedge over the aggregate market value from time-to-time of portfolio securities denominated or quoted in such currency exceeds 0.50% of the portfolio's net assets. When a portfolio believes that a currency in which its investments are denominated may suffer a substantial decline against the Currency of the Portfolio, it may enter into a forward sale contract to sell an amount of that other currency approximating the value of some or all of its investments

denominated in such foreign currency, or when a portfolio believes that the Currency of the Portfolio may suffer a substantial decline against another currency it may enter into a forward purchase contract to buy that other currency for a fixed amount in the Currency of the Portfolio ("position hedge"). A portfolio generally may position hedge with respect to a particular currency to an amount equal to the aggregate market value (at the time of making such sale) of the securities held in its portfolio denominated or quoted in that currency, or such greater or lesser amount as may be required to accommodate for unrealized gains or losses in a portfolio or to adjust for subscription and redemption activity giving rise to the purchase or sale of underlying portfolio securities. Such outstanding currency positions opened for the purpose of a position hedge are not required to be adjusted unless any excess of the amount of such a position hedge over the aggregate market value from time-to-time of portfolio securities denominated or quoted in such currency exceeds 0.50% of the portfolio's net assets. As an alternative to a position hedge, a portfolio may enter into a forward contract to sell a different foreign currency for a fixed amount, in the Currency of the Portfolio, where such portfolio believes that the value in the Currency of the Portfolio of the currency to be sold pursuant to the forward contract will fall whenever there is a decline in the value, in the Currency of the Portfolio, of the currency in which portfolio securities of such portfolio are denominated ("cross-hedge"). Unanticipated changes in currency prices may result in poorer overall performance for a portfolio than if had not entered into such forward foreign currency exchange contracts. Hedging against a decline in the value of a currency does not eliminate fluctuations in the prices of portfolio securities or prevent losses if the prices of such securities decline. Such transactions also preclude the opportunity for gain if the value of the hedged currency should rise. Moreover, it may not be possible for a portfolio to hedge against a devaluation that is so generally anticipated that the portfolio is not able to contract to sell the currency at a price above the devaluation level it anticipates.

Swaps, Caps, Floors. A portfolio may enter into swaps (including interest rate swaps), may purchase and sell interest rate caps, may purchase or sell floors and may buy and sell options on all the aforementioned transactions. Portfolios expect to enter into these transactions to preserve a return or spread on a particular investment or portion of a portfolio or for other hedging purposes. A portfolio may also enter into these transactions to protect against any increase in the price of securities the portfolio anticipates purchasing at a later date or to manage the duration of a portfolio. Interest rate swaps involve the exchange by a portfolio with another party of their respective commitments to pay or receive interest (e.g., an exchange of floating-rate payments for fixed-rate payments). The purchase of an interest rate cap would entitle a portfolio, to the extent that a specified index exceeds a predetermined interest rate, to receive payments of interest on a contractually based notional amount from the party selling the interest rate cap. The purchase of an interest rate floor would entitle a portfolio to the extent that a specified index falls below a predetermined interest rate, to receive payments of interest on a contractually based notional amount from the party selling the interest rate floor. The sale of an interest rate cap would require that portfolio, to the extent that a specified index rises above a predetermined interest rate, to make payments of interest on a contractually based notional amount to the party purchasing the cap in exchange for receipt of a premium by the portfolio. The sale of an interest rate floor would require that a portfolio, to the extent that a specified index falls below a predetermined interest rate, to make payments of interest on a contractually based notional amount to the party purchasing the interest rate floor.

A portfolio may enter into swaps, caps and floors on either an asset-based or liability-based basis, depending on whether it is hedging its assets or its liabilities, and will usually enter into swaps on a net basis (i.e., the two payment streams are netted out, with the portfolio receiving or paying, as the case may be, only the net amount of the two payments). The net amount of the excess, if any, of the relevant portfolio's obligations over its entitlements with respect to each swap will be accrued on a daily basis. If a portfolio enters into a swap on other than a net basis, the portfolio will maintain a segregated account in the full amount accrued on a daily basis of the portfolio's obligations with respect to the swap. The Investment Manager will monitor the creditworthiness of counterparties to its swap, cap and floor transactions on an ongoing basis.

The use of swaps (including caps and floors) involves investment techniques and risks different from those associated with ordinary portfolio securities transactions. If the Investment Manager is incorrect in its forecasts of the market values, interest rates and other applicable factors, the investment performance of the portfolio would diminish compared with what it would have been if these investment techniques were not used. Moreover, even if the Investment Manager is correct in its forecasts, there is a risk that the swap position may correlate imperfectly with the price of the asset or liability being hedged.

Currency Swaps. Currency swaps involve the individually negotiated exchange by a portfolio with another party of a series of payments in specified currencies. A currency swap may involve the delivery at the end of the exchange period of a substantial amount of one designated currency in exchange for the other designated currency. Therefore the entire principal of a currency swap is subject to the risk that the other party to the swap will default on its contractual delivery obligations. The net amount of the excess, if any, of the portfolio's obligations over its entitlements with respect to each currency swap will be accrued on a daily basis. If there is a default by the other party to such a transaction, the portfolio will have contractual remedies pursuant to the agreements related to the transactions.

Credit Default Swaps. A portfolio may enter into a credit default swap, or CDS, with institutions subject to prudential supervision, and belonging to the categories approved by the CSSF referencing any of the aforementioned eligible investments for hedging purposes or speculation. When used for hedging purposes, the portfolio will be the buyer of a CDS contract. In this case, a portfolio will pay to the counterparty a periodic stream of payments over the term of the CDS, in return for a right to exchange the debt obligation or cash settlement in lieu thereof for par value (or other agreed-upon value) upon the occurrence of a "credit event" on the issuer of the specified debt obligation. If a credit event does not occur, a portfolio will have spent the stream of payments received on the CDS without having received any benefit. Conversely, when a portfolio is the seller of a CDS, it receives the stream of payments and is obligated to pay to the counterparty par value (or other agreed-upon value) of the referenced debt obligation in exchange for the debt obligation or cash settlement in lieu thereof upon the occurrence of such a credit event. As the seller, a portfolio will be subject to the credit risk of the issuer since it will have to look to the issuer in order to be made whole. A portfolio may invest in single name, index, tranche, basket or bespoke CDS transaction.

Total Return Swaps and Other Financial Derivative Instruments with Similar Characteristics. In case where a portfolio enters into a total return swap or invests in other financial

derivative instruments with similar characteristics, the assets held by the portfolio must comply with the diversification limits set out in Articles 43, 44, 45, 46 and 48 of the Law of 2010. At the same time, pursuant to Article 42(3) of the Law of 2010 and Article 48(5) of CSSF Regulation 10-4, the Management Company must ensure that the underlying exposures of the total return swap or of the other financial derivative instruments with similar characteristics are taken into account to calculate the portfolio investment limits laid down in accordance with Article 43 of the Law of 2010.

In addition, where a portfolio enters into a total return swap or invests in other financial derivative instruments with similar characteristics, the underlying exposure gained directly or via a recognized index, must be in line with the relevant portfolio's investment objective and policy set out in Section I of this prospectus.

The counterparties to such type of transactions must be highly rated financial institutions specialized in this type of transaction and selected from a list of authorized counterparties established by the Investment Manager.

Unless otherwise provided for in the relevant part of Section I relating to a specific portfolio, the counterparty has no discretion over the composition or management of the portfolio's investments or of the underlying assets or reference index of the financial derivative instrument. If, for a specific portfolio, the counterparty has any discretion over the composition or management of the portfolio's investments or of the underlying assets of the financial derivative instruments, the agreement between the portfolio and the counterparty should be considered as an investment management delegation arrangement and should comply with the UCITS requirements on delegation. In such case, the part of Section I relating to the relevant portfolio will describe the details of the agreement.

A portfolio that enters into a total return swap or invests in other financial derivative instruments with similar characteristics is subject to the risk of counterparty default which may affect the return of the shareholders of this portfolio. For more information on this risk and other risks applicable to such type of transactions, investors should refer to "Risk Factors" below and more specifically to the "Derivatives Risk" provisions thereof.

Synthetic Equity Securities. The portfolios may invest in synthetic equity securities, referred to as "local access products" or "participation notes" or "low exercise price warrants". These instruments are typically issued by banks or other financial institutions, and may or may not be traded on an exchange. These instruments are a form of derivative security that may give holders the right to buy or sell an underlying security or a basket of securities representing an index, in accordance with Article 41 (1) of the Law of 2010, from or to the issuer for a particular price or may entitle holders

to receive a cash payment relating to the value of the underlying security or index. These instruments are similar to options in that they are exercisable by the holder for an underlying security or the value of that security, but are generally exercisable over a longer term than typical options. These instruments typically have an exercise price, which is fixed at the time of issuance.

These instruments entitle the holder to purchase from the issuer common stock of a company or receive a cash payment. The cash payment is calculated according to a predetermined formula. The instruments typically have an exercise price that is very low relative to the market price of the underlying instrument at the time of issue (e.g., one U.S. cent). The buyer of a low exercise price warrant effectively pays the full value of the underlying common stock at the outset. In the case of any exercise of warrants, there may be a time delay between the time a holder of warrants gives instructions to exercise and the time the price of the related common stock relating to exercise or settlement date is determined, during which time the price of the underlying security could change significantly. In addition, the exercise or settlement date of the warrants may be affected by certain market disruption events, such as the imposition of capital controls by a local jurisdiction or changes in the laws relating to investors in other jurisdictions. These events could lead to a change in the exercise date or settlement currency of the warrants, or postponement of the settlement date. In some cases, if the market disruption events continue for a certain period of time, the warrants may become worthless resulting in a total loss of the purchase price of the warrants.

The portfolios will acquire such instruments issued by entities deemed to be creditworthy by the Investment Manager, who will monitor the creditworthiness of the issuers on an on-going basis. Investments in these instruments involve the risk that the issuer of the instrument may default on its obligation to deliver the underlying security or cash in lieu thereof. These instruments may also be subject to liquidity risk because there may be a limited secondary market for trading the warrants.

The portfolios may also invest in long-term options of, or relating to, certain issuers. Long-term options are call options created by an issuer, typically a financial institution, entitling the holder to purchase from the issuer outstanding securities of another issuer. Long-term options have an initial period of one year or more, but generally have terms between three and five years. Long-term options do not settle through a clearing corporation that guarantees the performance of the counterparty. Instead, they are traded on an exchange and are subject to the exchange's trading regulations.

Risk Factors

General Risks

Each portfolio is involved in the business of investing in securities, which entails certain risks. The following general risk factors apply to all Portfolios of the Fund.

Country Risks—General. A portfolio may invest in securities of issuers located in various countries and geographic regions. The economies of individual countries may differ favorably or unfavorably from each other in such respects as growth of gross domestic product or gross national product, rate of inflation, capital reinvestment, resource self-sufficiency and balance of payments position. Issuers in general are subject to varying degrees of regulation with respect to such matters as insider trading rules, restrictions on market manipulation, shareholder proxy requirements and timely disclosure of information. The reporting, accounting and auditing standards of issuers may differ, in some cases significantly, from country to country in important respects and less information from country to country may be available to investors in securities or other assets.

Nationalization, expropriation or confiscatory taxation, currency blockage, political changes, government regulation, political or social instability or diplomatic developments could affect adversely the economy of a country or a portfolio's investments in such country. In the event of expropriation, nationalization or other confiscation, a portfolio could lose its entire investment in the country involved. In addition, laws in countries governing business organizations, bankruptcy and insolvency may provide limited protection to security holders such as a portfolio.

Portfolios which invest essentially in securities whose issuers are domiciled in only one country will have greater exposure to market, political and economic risks of that country than portfolios that have more geographically diversified investments. Portfolios which invest in securities whose issuers are domiciled in multiple countries will have less exposure to the risks of any one country, but will be exposed to a larger number of countries.

A portfolio may trade its securities in a variety of markets with many different brokers and dealers. The failure of a broker or dealer may result in the complete loss of a portfolio's assets on deposit with such broker or dealer depending on the regulatory rules governing such broker or dealer. In addition, brokerage commissions in certain countries may be higher than in others, and securities markets in certain countries may be less liquid, more volatile and less subject to governmental supervision than in others.

The securities markets of many countries are also relatively small, with the majority of market capitalization and trading volume concentrated in a limited number of companies representing a small number of industries. Consequently, a portfolio invested in equity securities of companies in such countries may experience greater price volatility and significantly lower liquidity than a portfolio invested solely in equity securities of companies in countries with relatively larger securities markets. These smaller markets may be subject to greater influence by adverse events generally affecting the market, and by large investors trading significant blocks of securities. Securities settlements may in some instances be subject to delays and related administrative uncertainties.

Certain countries require governmental approval prior to investments by foreign persons or limit investment by foreign persons to only a specified percentage of an issuer's outstanding securities or a specific class of securities that may have less advantageous terms (including price) than securities of the company available for purchase by nationals. These restrictions or controls may at times limit or preclude investment in certain securities and

may increase the costs and expenses of a portfolio. In addition, the repatriation of investment income, capital, or the proceeds of sales of securities from certain countries is controlled under regulations, including in some cases the need for certain advance government notification or authority. If deterioration occurs in a country's balance of payments, the country could impose temporary restrictions on foreign capital remittances. A portfolio also could be adversely affected by delays in, or a refusal to grant, any required governmental approval for repatriation, as well as by the application of other restrictions on investment. Investing in local markets may require a portfolio to adopt special procedures that may involve additional costs to the portfolio. These factors may affect the liquidity of the portfolio's investments in any country and the Investment Manager will monitor the effect of any such factor or factors on the portfolio's investments.

Liquidity Risk. Certain securities in which the Fund may invest, may become subject to legal or other restrictions on transfer and there may be no liquid market for such securities. The market prices, if any, for such securities tend to be volatile and may not be readily ascertainable and the Fund may not be able to sell them when it desires to do so or to realize what it perceives to be their fair value in the event of a sale. The sale of restricted and illiquid securities often requires more time and results in higher brokerage charges or dealer discounts and other selling expenses than does the sale of securities eligible for trading on national securities exchanges or in the over-the-counter markets. Restricted securities may sell at a price lower than similar securities that are not subject to restrictions on resale.

A portfolio may invest up to 10% of its net assets in securities for which there is no ready market, as more fully described in paragraph (5) of "Investment Restrictions" in Appendix A. In addition, a portfolio may engage in transactions in futures contracts or options thereon in limited circumstances, and such instruments may also be subject to illiquidity when market activity decreases or when a daily price fluctuation limit has been reached. Most futures exchanges limit fluctuations in futures contract prices during a single day by regulations referred to as "daily limits." During a single trading day no trades may be executed at prices beyond the daily limit. Once the price of a futures contract has increased or decreased to the limit point, positions can neither be taken nor liquidated. Futures prices have occasionally moved the daily limit for several consecutive days with little or no trading. Similar occurrences could prevent the portfolio from promptly liquidating unfavorable positions and, therefore, result in losses to a portfolio and corresponding decreases in the Net Asset Value of the relevant Shares.

Certain OTC instruments, for which there will be limited liquidity, will be valued for purposes of calculating Net Asset Value based upon an average of prices taken from at least two major primary dealers. These prices will affect the price at which Shares may be redeemed or purchased. Such valuation may not be realized upon sale by a portfolio.

Currency Risk. Underlying investments of a portfolio may be denominated in one or more currencies different than that in which such portfolio is denominated. This means currency movements in such underlying investments may significantly affect the Net Asset Value in respect of such portfolio's Shares. Investments by the portfolios that are denominated in a particular currency are subject to the risk that the value of such currency will change in relation to one or more other currencies. Among the factors that may affect currency values are trade balances, the level of short-term interest rates,

differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments. The portfolios are not limited in the percentage of its assets that may be denominated in currencies other than the Currency of the Portfolio.

The Investment Manager will take into account, and may hedge to reduce the risk of, such risks by investing in one or more currencies, futures contracts on multiple currencies and options thereon, forward currency exchange contracts on multiple currencies, or any combination thereof. The Investment Manager is not obligated to engage in such currency hedging transactions and may elect to do so in its sole discretion. No assurance can be made that such currency hedging strategies will be effective. In addition, a portfolio may seek active speculative investment opportunities by taking long or short positions in currencies through use of currency-related derivatives such as currency options and forward contracts, subject to certain limitations in such portfolio's investment objective and policies. Such currency transactions involve a significant degree of risk and the markets in which currency exchange transactions are effected may be highly volatile.

In addition, because the Shares of certain portfolios are offered in more than one currency, such portfolio and holders of the Shares are subject to certain additional currency risks. For example, such portfolio may be subject to the risk of an unfavorable change in the Dollar/Euro rate of exchange in respect of Euro subscriptions accepted on a particular Trade Date but for which actual Euro subscription amounts are not received by the Custodian until a subsequent Trade Date. Also, the portfolio may be subject to the risk of a decline in the value of the Dollar relative to the Euro subsequent to a Euro redemption and prior to the payment of Euro redemption amounts to the redeeming Shareholder.

Additionally, when a portfolio quotes its Shares' Net Asset Values in a currency other than the Currency of the Portfolio, such values are derived from the spot foreign exchange rate of the other Offered Currency on each Valuation Point. Accordingly, the total return ultimately realized by a Shareholder upon redemption in respect of an investment in Shares made in such other Offered Currency will be directly affected, either positively or negatively, by changes in the exchange rate between such other Offered Currency and the Currency of the Portfolio from the date of subscription to the date of redemption. All expenses related to converting subscription and redemption amounts into and out of the Currency of the Portfolio and other Offered Currencies are borne by the portfolio concerned and attributed to the Shares of such portfolio.

The Distributor occasionally may arrange for foreign exchange facilities that allow investors to use certain currencies other than the Offered Currencies of a portfolio for subscription and redemption of Shares. Such transactions are conducted outside of the Fund and at the investor's own risk and expense. Investors utilizing such facilities may be subject to foreign exchange risks related to timing of settlement upon subscription and changes in exchange rates during the period of investment in the Fund.

Currency Hedged Share Class Risk. The precise hedging strategy applied to a particular Currency Hedged Share Class will vary from one portfolio offering Currency Hedged Share Class(es) to another, as set out in Section I. Each such portfolio will apply a hedging strategy which aims to mitigate currency risk between the base currency Net Asset Value (NAV) of the Portfolio and the Offered Currency in which the Currency Hedged Share Class is denominated, while taking account of various practical considerations including transaction costs. The hedging strategy employed is designed to reduce, but may not eliminate, currency exposure between the Portfolio's base currency and the Offered Currency.

Hedging strategies in connection with Currency Hedged Share Classes may be entered into whether the portfolio's base currency is declining or increasing in value relative to the relevant Offered Currency in which the Currency Hedged Share Class in question is denominated and so, where such hedging is undertaken it may substantially protect investors in the relevant Currency Hedged Share Class against a decrease in the value of the portfolio's base currency relative to the Offered Currency in which such Currency Hedged Share Class is denominated, but at the same time it may also prevent investors from benefiting from an increase in the value of the portfolio's base currency relative to the Offered Currency.

Given that there is no segregation of liabilities between the various share classes within a portfolio, there is a remote risk that, under certain circumstances, currency hedging transactions in relation to a Currency Hedged Share Class could result in liabilities which might affect the Net Asset Value of the other share classes of the same Portfolio, in which case assets of the other share classes of the Portfolio may be used to cover the liabilities incurred by such Currency Hedged Share Class.

Partial Duration Hedged Share Class Risk. Certain portfolio share classes apply a partial duration hedging strategy which aims to reduce the impact of an increase in interest rates movements. The partial duration hedging strategy is designed to reduce, however it may not eliminate, the interest rate risk of the overall portfolio in the Partial Duration Hedged Share Class.

Shareholders should be aware that investments in Partial Duration Hedged Share Classes of a portfolio are expected to outperform the relevant portfolio's performance when interest rates rise. Conversely, there is a risk that, where interest rates are stable or falling, Partial Duration Hedged Share Classes may underperform the overall portfolio's performance.

Hedging strategies relating to Partial Duration Hedged Share Classes seek to mitigate the effect of rising interest rates without impacting credit risk. However, duration risk and credit risk in fixed-income products may be negatively correlated, and so hedging interest rate risk may in some circumstances result in higher exposure to downside credit risk.

With respect to the financial derivative instruments used for duration hedging purposes, a portfolio may be required to transfer cash or Treasuries to counterparties as collateral. Consequently, the Partial Duration Hedged Share Class may be allocated a greater proportion of cash than the other Share Classes. The impact on performance resulting from such larger cash balances may be positive or negative, and will impact only the relevant Partial Duration Hedged Share Class.

Shareholders in Partial Duration Hedged Share Classes should also be aware that the duration hedging strategies employed by the Investment Manager may only partially hedge duration. Furthermore, there is no guarantee that such hedging strategies will be successful.

Borrowing Risk. A portfolio may borrow from a bank or other entity in a privately arranged transaction for temporary purposes, which includes for purposes of redeeming Shares, in an amount not exceeding 10% of the value of the Portfolio's total assets. Borrowing creates an opportunity for a portfolio to finance the limited activities described above without the requirement that portfolio securities be liquidated at a time when it would be disadvantageous to do so. Any investment income or gains on, or savings in transaction costs made through the retention of, portfolio securities in excess of the interest paid on and the other costs of the borrowings will cause the net income or Net Asset Value per Share of the Shares to be greater than would otherwise be the case. On the other hand, if the income or gain, if any, on the securities retained fails to cover the interest paid

on and the other costs of the borrowing, the net income or Net Asset Value per Share of the Shares will be less than would otherwise be the case.

Loans of Portfolio Securities. A portfolio may make secured loans of its securities. The risks in lending securities, as with other extensions of credit, consist of possible loss of rights in the collateral should the borrower fail financially. In addition, a portfolio will be exposed to the risk that the sale of any collateral realized upon the borrower's default will not yield proceeds sufficient to replace the loaned securities. In determining whether to lend securities to a particular borrower, the Investment Manager will consider all relevant facts and circumstances, including the creditworthiness of the borrower. While securities are on loan, the borrower may pay the portfolio concerned any income from the securities. The portfolio may invest any cash collateral in money market instruments, thereby earning additional income, or receive an agreed upon amount of income from a borrower who has delivered equivalent collateral. The portfolio may have the right to regain record ownership of loaned securities or equivalent securities in order to exercise ownership rights such as voting rights, subscription rights and rights to dividends, interest or distributions. A portfolio may pay reasonable finders,' administrative and other fees in connection with a loan.

Distributions out of capital risk. For Distribution Classes, including Classes paying a distribution rate determined by the Board of Managers, Classes paying a stable distribution rate per Unit, and Classes paying a distribution rate based on gross income, a Portfolio may pay distributions equal to all or in excess of the net income attributable to such Distribution Classes. As a result, distributions in such Distribution Classes may be paid out of the capital of a Portfolio. Such distributions may come from gross income (before reduction for fees and expenses), realized and unrealized gains and capital attributable to the relevant Distribution Classes. Investors should note that distributions in excess of net income (gross income less fees and expenses) may represent a return of the investor's original investment amount and as such may result in a decrease in the Net Asset Value per Unit for the relevant Class and reduce capital accumulation. Distributions out of capital may be taxed as income in certain jurisdictions. For further information about the distribution policy of a particular Class, refer to the relevant Appendix.

There is no guarantee that distributions will be made. A high distribution yield does not necessarily imply a positive or high return.

Taxation Risk. A portfolio may be subject to taxation resulting, for example, from income or realized capital gains attributable to certain portfolio securities. In certain cases, a double-taxation treaty may exist and serve to eliminate or ameliorate the effect of such taxation. In other cases, no such double-taxation treaty may exist. For example, a portfolio may invest in equity securities of U.S. issuers. Dividends on the equity securities of U.S. corporations generally will be subject to a 30% U.S. withholding tax. Interest payments on certain debt obligations of U.S. obligors similarly may be subject to a 30% U.S. withholding tax. Distributions on the non-U.S. securities in which the Portfolio invests, including ADRs, EDRs and GDRs, may be subject to taxes withheld by the country of residence of the issuer of the underlying securities. In general, these taxes will be neither refundable nor subject to reduction under an income tax treaty between the country of source and the country of residence of the Fund. No assurance can be given that applicable tax laws and interpretations thereof will not be changed or amended in the future in a manner that will adversely affect the Net Asset Value of the Shares.

FATCA and Certain Withholding Risk. The Foreign Account Tax Compliance Act ("FATCA"), a portion of the 2010 Hiring Incentives to Restore Employment Act, became law in the United States in 2010. It generally requires financial institutions outside the U.S. ("foreign financial institutions" or "FFIs") to pass information about "Financial Accounts" held by "Specified U.S. Persons", directly or indirectly, to the U.S. tax authorities on an annual basis, or else become subject to withholding tax on certain U.S. source income and possibly gross proceeds.

In order to avoid a U.S. withholding tax of 30% on certain payments (including payments of gross proceeds) made with respect to certain actual and deemed U.S. investments, the Fund generally will be required to timely register with the IRS and agree to identify certain direct and indirect U.S. account holders (including debtholders and equityholders). Luxembourg has signed a Model 1A (reciprocal) inter-governmental agreement with the United States (the "US IGA") to give effect to the foregoing withholding and reporting rules. Although the US IGA has been signed, it will still need to be brought into force in Luxembourg and enabling legislation in Luxembourg will need to be enacted to give effect to the terms of the US IGA under Luxembourg law. So long as the Fund complies with the US IGA and the enabling legislation, the Investment Manager anticipates that the Fund will not be subject to the related U.S. withholding tax.

A non-U.S. investor in the Fund will generally be required to provide to the Fund (or in certain cases, a distributor, intermediary or certain other entities through which a non-U.S. investor invests (each, an "Intermediary")) information which identifies its direct and indirect U.S. ownership. Under the US IGA, any such information provided to the Fund will be shared with the Luxembourg Minister of Finance or its delegate (the "Luxembourg MOF"), unless such U.S. ownership is exempt from the reporting rules. The Luxembourg MOF will provide the information reported to it with the Service annually on an automatic basis. A non-U.S. investor that is a "foreign financial institution" within the meaning of Section 1471(d)(4) of the IRC will generally be required to register with the Service by June 30, 2014 (or such later date applicable to certain entities located in jurisdictions with Model 1 inter-governmental agreements), and agree to identify certain of its own direct and indirect U.S. account holders (including debtholders and equityholders). A non-U.S. investor who fails to provide such information to the Fund (or, if applicable, an Intermediary) or register and agree to identify such account holders (as applicable), may be subject to the 30% withholding tax with respect to its share of any such payments attributable to actual and deemed U.S. investments of the Fund, and the Management Company may take any action in relation to an investor's Shares or redemption proceeds to ensure that such withholding is economically borne by the relevant investor whose failure to provide the necessary information or comply with such requirements gave rise to the withholding, subject to applicable laws and regulations and provided that the Management Company acts in good faith and on reasonable grounds. Shareholders should consult their own tax advisors regarding the possible implications of these rules on their investments in the Fund.

Non-U.S. shareholders may also be required to make certain certifications to the Fund as to the beneficial ownership of the Shares and the non-U.S. status of such beneficial owner, in order to be exempt from U.S. information reporting and backup withholding on a redemption of Shares.

It is possible that further inter-governmental agreements ("future IGAs") similar to the US IGA may be entered into with other third countries by the Luxembourg Government to introduce similar regimes for reporting to such third countries' fiscal authorities ("foreign fiscal authorities").

By investing (or continuing to invest) in the Fund, investors shall be deemed to acknowledge that:

- (i) the Fund (or its agent or an Intermediary) may be required to disclose to the Luxembourg MOF certain confidential information in relation to the investor, including, but not limited to, the investor's name, address, tax identification number (if any), social security number (if any) and certain information relating to the investor's investment;
- (ii) the Luxembourg MOF may provide information as outlined above with the Service, the Luxembourg Minister of Finance and other foreign fiscal authorities;
- (iii) the Fund (or its agent or an Intermediary) may disclose to the Service, the Luxembourg Minister of Finance and other foreign fiscal authorities certain confidential information when registering with such authorities and if such authorities contact the Fund (or its agent directly) with further enquiries;
- (iv) the Fund or an Intermediary may require the investor to provide additional information and/or documentation which the Fund or an Intermediary may be required to disclose to the Luxembourg MOF;
- (v) in the event an investor does not provide the requested information and/or documentation and/or has not itself complied with the applicable requirements, the Fund reserves the right to take any action and/or pursue all remedies at its disposal, including, without limitation, action to ensure that any withholding imposed in respect of such investor's Shares or redemption proceeds is economically borne by such investor and compulsory redemption of the investor concerned; and
- (vi) no investor affected by any such action or remedy shall have any claim against the Fund (or its agent) for any form of damages or liability as a result of actions taken or remedies pursued by or on behalf of the Fund in order to comply with FATCA, any of the US IGA or any future IGAs, or any of the relevant underlying legislation and regulations.

Portfolio Risks

The following chart displays the principal risks of each Portfolio, but does not purport to provide a complete explanation of the risks associated with acquiring and holding Shares in each portfolio of the Fund. For information on the general risks associated with each

Portfolio, please see “General Risks” above. Risks not indicated for a particular Portfolio may, however, still apply to some extent to that Portfolio at various times, and not every risk applicable to an investment in a Portfolio may be shown. Each of these risk factors is described in detail on the following pages.

Multi-Asset/Asset Allocation

	Developed Market Multi-Asset Income Portfolio	Dynamic Diversified Portfolio
Investment Strategy Risks		
Country Risk—Emerging Markets	●	●
Focused Portfolio Risk		
Dynamic Asset Allocation Risk	●	●
Allocation Risk	●	●
Turnover Risk	●	●
Smaller Capitalization Companies Risk		●
Financial Instruments Risk		
Derivatives Risk	●	●
OTC Derivatives Counterparties Risk	●	●
Commodity-Related Risk		●
Structured Instruments Risk	●	●
Equity Securities Risks		
Equity Securities Risk	●	●
Debt Securities Risks		
Fixed-Income Securities Risk—General	●	●
Fixed-Income Securities Risk—Lower-Rated and Unrated Instruments	●	●
Credit Risk—Sovereign Debt Obligations	●	●
Credit Risk—Corporate Debt Obligations	●	●

Equity

	Global Equity Blend Portfolio	Global Growth Trends Portfolio	Global Value Portfolio	Emerging Markets Growth Portfolio	American Growth Portfolio	US Thematic Research Portfolio	Eurozone Strategic Value Portfolio	European Value Portfolio	Asia Ex-Japan Equity Portfolio	Asia Pacific Ex-Japan Equity Portfolio	Japan Strategic Value Portfolio	China Opportunity Portfolio
Investment Strategy Risks												
Country Risk—Emerging Markets	●	●	●	●			●	●	●	●		●
Focused Portfolio Risk					●	●	●	●		●	●	●
Allocation Risk	●											●
Turnover Risk	●	●	●	●	●	●	●	●	●	●	●	●
Smaller Capitalization Companies Risk				●			●	●	●	●		●
Financial Instruments Risks												
Derivatives Risk	●	●	●	●	●	●	●	●	●	●	●	●
OTC Derivatives Counterparties Risk	●	●	●	●	●	●	●	●	●	●	●	●
Commodity-Related Risk												
Structured Instruments Risk												
Equity Securities Risks												
Equity Securities Risk	●	●	●	●	●	●	●	●	●	●	●	●
Debt Securities Risks												
Fixed-Income Securities Risk—General				●								
Fixed-Income Securities Risk Lower-Rated and Unrated Instruments												
Credit Risk—Sovereign Debt Obligations												
Credit Risk—Corporate Debt Obligations												

Fixed-Income

	Global Bond Portfolio	Global High Yield Portfolio	American Income Portfolio	European Income Portfolio	Emerging Markets Debt Portfolio	Mortgage Income Portfolio	Global Bond II Portfolio
Investment Strategy Risks							
Country Risk—Emerging Markets		•		•	•		
Liquidity Risk	•	•	•	•	•	•	•
Focused Portfolio Risk			•	•	•		
Allocation Risk					•	•	
Turnover Risk	•	•	•	•	•	•	•
Smaller Capitalization Companies Risk							
Financial Instruments Risks							
Derivatives Risk	•	•	•	•	•	•	•
OTC Derivatives Counterparties Risk	•	•	•	•	•	•	•
Commodity-Related Risk							
Structured Investments Risk	•	•	•	•	•	•	•
Equity Securities Risks							
Equity Securities Risk							
Debt Securities Risks							
Fixed-Income Securities Risk—General	•	•	•	•	•	•	•
Fixed-Income Securities Risk—Lower-Rated and Unrated Instruments		•	•	•	•	•	•
Credit Risk—Sovereign Debt Obligations	•	•	•	•	•	•	•
Credit Risk—Corporate Debt Obligations	•	•	•	•	•	•	•

Investment Strategy Risks

Each portfolio engages in a business involving special considerations and risks, including some or all of those discussed below. There can be no assurance that the portfolio's investment objective will be achieved or that there will be any return of capital, and investment results may vary substantially on a monthly, quarterly or annual basis. An investment in a portfolio does not represent a complete investment program.

Country Risks—Emerging Markets. A portfolio may be permitted to invest in securities of emerging market issuers. A portfolio consequently may experience greater price volatility and significantly lower liquidity than a portfolio invested solely in equity securities of issuers located in more developed markets. Investments in securities of emerging market issuers entail significant risks in addition to those customarily associated with investing in securities of issuers in more developed markets, such as (i) low or non-existent trading volume, resulting in a lack of liquidity and increased volatility in prices for such securities, as compared to securities of comparable issuers in more developed capital markets, (ii) uncertain national policies and social, political and economic instability, increasing the potential for expropriation of assets, confiscatory taxation, high rates of inflation or unfavorable diplomatic developments, (iii) possible fluctuations in exchange rates, differing legal systems and the existence or possible imposition of exchange controls, custodial restrictions or other laws or restrictions applicable to such investments, (iv) national policies which may limit a portfolio's investment opportunities such as restrictions on investment in issuers or industries deemed sensitive to national interests, and (v) the lack or relatively early development of legal structures governing private and foreign investments and private property.

Other risks relating to investments in emerging market issuers include: the availability of less public information on issuers of securities; settlement practices that differ from those in more developed markets and may result in delays or may not fully protect a portfolio against loss or theft of assets; the possibility of nationalization of a company or industry and expropriation or confiscatory taxation; and the imposition of foreign taxes. Investments in emerging markets securities will also result in generally higher expenses due to: the costs of currency exchange; higher brokerage commissions in certain emerging markets; and the expense of maintaining securities with foreign custodians.

Issuers in emerging markets may not be subject to accounting, auditing and financial reporting standards and requirements comparable to those to which companies in developed markets are subject. In certain emerging market countries, reporting standards vary widely. As a result, traditional investment measurements used in developed markets, such as price/earnings ratios, may not be applicable in certain emerging markets.

In addition to the above risks generic to all emerging markets, there are specific risks linked to investing in Russia. Investors should be aware that the Russian market presents specific risks in relation to the settlement and safekeeping of securities as well as in the registration of assets, where registrars are not always subject to effective government supervision. Russian securities are not on physical deposit with the Custodian or its local agents in Russia. Therefore, neither the Custodian nor its local agents in Russia can be considered to be performing a physical safekeeping or custody function in the traditional sense. The Custodian's liability only extends to its own negligence and willful default and to negligence and willful misconduct of its local agents in Russia and does not

extend to losses due to the liquidation, bankruptcy, negligence and willful default of any registrar. In the event of such losses, the Fund will have to pursue its rights against the issuer and/or its appointed registrar.

Focused Portfolio Risk. Certain Portfolios may invest in a limited number of issuers, industries or sectors or countries and may therefore be subject to greater volatility than a portfolio invested in a larger or more diverse array of securities. Such concentration could expose such investors to losses disproportionate to market movements in general if there are disproportionately greater adverse price movements in securities in which the Portfolio is invested. Market or economic factors affecting issuers, industries or sectors in which the Portfolio's investments are concentrated could have a significant effect on the value of the portfolio's investments.

Dynamic Asset Allocation Risk. The allocation of investments among different global asset classes may have a significant effect on the Portfolio's performance when one of these asset classes is performing more poorly than others. As both the direct investments and derivative positions may be periodically rebalanced to reflect the Investment Manager's view of market and economic conditions, there will be transaction costs which may be, over time, significant. In addition, there is a risk that certain asset allocation decisions may not achieve the desired results and, as a result, the Portfolio may incur significant losses.

Allocation Risk. This is the risk that the allocation of investments between growth and value companies may have a more significant effect on a portfolio's Net Asset Value when one of these styles is performing more poorly than the other. Also, the transaction costs of rebalancing a portfolio's investments may be, over time, significant.

Turnover Risk. A portfolio may be actively managed and, in some cases in response to market conditions, the portfolio's turnover may exceed 100%. A higher rate of portfolio turnover increases brokerage and other expenses, which must be borne by a portfolio and its Shareholders. High portfolio turnover also may result in the realization of substantial net short term capital gains, which, when distributed, may be taxable to Shareholders.

In addition, a portfolio may experience relatively higher turnover attributable to investors in a particular country where such portfolio is available for purchase. This activity may adversely affect such portfolio's performance and the interests of long-term investors. Volatility resulting from excessive purchases and redemptions or exchanges of Shares, especially involving large dollar amounts, may disrupt efficient portfolio management. In particular, a portfolio may have difficulty implementing long-term investment strategies if it is unable to anticipate what portion of assets it should retain in cash to provide liquidity to Shareholders. Also, excessive purchases and redemptions or exchanges of Shares may force a portfolio to maintain a disadvantageously large cash position to accommodate short duration trading activity. Further, excessive purchases and redemptions or exchanges of a portfolio's Shares may force a portfolio to sell portfolio securities at inopportune times to raise cash to accommodate short duration trading activity. Additionally, portfolios may incur increased expenses if one or more Shareholders engage in excessive purchase and redemption or exchange activity. For example, a portfolio that is forced to liquidate investments due to short duration trading activity may incur increased brokerage and tax costs without attaining any investment advantage. Similarly, a portfolio may bear increased administrative costs as a result of the asset level and investment volatility that accompanies patterns of short duration trading activity.

Smaller Capitalization Companies Risk. A Portfolio may invest in securities of companies with relatively small market capitalizations. Securities of these smaller capitalization companies may be subject to more abrupt or erratic market movements than the securities of larger, more established companies, both because the securities are typically traded in lower volume and because the companies are subject to greater business risk. Also, in certain emerging market countries, volatility may be heightened by actions of a few major investors. For example, substantial increases or decreases in cash flows of mutual funds investing in these markets could significantly affect local stock prices and, therefore, Share prices of a portfolio.

Financial Instruments Risks

Derivatives Risk. A portfolio may use derivatives, which are financial contracts whose value depends on, or is derived from, the value of an underlying asset, reference rate, or index. The Investment Manager will sometimes use derivatives as part of a strategy designed to reduce other risks. Generally, however, a portfolio may use derivatives as direct investments to earn income, enhance yield and broaden portfolio diversification. In addition to other risks such as the credit risk of the counterparty, derivatives involve the risk of difficulties in pricing and valuation and the risk that changes in the value of the derivative may not correlate perfectly with relevant underlying assets, rates, or indices.

While the judicious use of derivatives by experienced investment advisers such as the Investment Manager may promote portfolio management efficiencies, mitigate certain risks, and increase exposure towards certain markets without direct purchase in the underlying assets, derivatives also involve risks different from, and, in certain cases, greater than, the risks presented by more traditional investments. The following is a general discussion of important risk factors and issues concerning the use of derivatives that investors should understand before investing in a portfolio.

- **Market Risk.** This is the general risk attendant to all investments that the value of a particular investment will change in a way detrimental to the portfolio's interest.
- **Management Risk.** Derivative products are highly specialized instruments that require investment techniques and risk analyses different from those associated with stocks and bonds. The successful use of derivative transactions will be subject to the Investment Manager's ability to correctly predict price movements, interest rates, or currency exchange rate movements. Should prices, interest rates, or exchange rates move unexpectedly, a portfolio may not achieve the anticipated benefits of the transactions or may realize losses and thus be in a worse position than if such strategies had not been used. The use of a derivative requires an understanding not only of the underlying instrument but also of the derivative itself, without the benefit of observing the performance of the derivative under all possible market conditions. In particular, the use and complexity of derivatives require the maintenance of adequate controls to monitor the transactions entered into, the ability to assess the risk that a derivative adds to a portfolio and the ability to forecast price, interest rate or currency exchange rate movements correctly.
- **Credit Risk.** This is the risk that a loss may be sustained by a portfolio as a result of the failure of another party to a derivative (usually referred to as a "counterparty") to comply with the terms of the derivative contract. The credit risk for exchange-traded derivatives is generally less than for privately negotiated derivatives, since the clearing house, which is the

issuer or counterparty to each exchange-traded derivative, provides a guarantee of performance. This guarantee is supported by a daily payment system (*i.e.*, margin requirements) operated by the clearing house in order to reduce overall credit risk. For privately negotiated derivatives, there is no similar clearing agency guarantee. Therefore, the Investment Manager will consider the creditworthiness of each counterparty to a privately negotiated derivative in evaluating potential credit risk.

- **Liquidity Risk.** Liquidity risk exists when a particular instrument is difficult to purchase or sell. If a derivative transaction is particularly large or if the relevant market is illiquid (as is the case with many privately negotiated derivatives), it may not be possible to initiate a transaction or liquidate a position at an advantageous price.
- **Leverage Risk.** Since warrants, options and many derivatives (to the extent utilized) have a leverage component, adverse changes in the value or level of the underlying asset, rate or index can result in a loss substantially greater than the amount invested in the warrant, option or derivative itself. In the case of swaps, the risk of loss generally is related to a notional principal amount, even if the parties have not made any initial investment. Certain derivatives have the potential for unlimited loss, regardless of the size of the initial investment.

Other Risks. Other risks in using derivatives include the risk of mispricing or improper valuation of derivatives and the inability of derivatives to correlate perfectly with underlying assets, rates and indices. Many derivatives, in particular privately negotiated derivatives, are complex and often valued subjectively. Improper valuations can result in increased cash payment requirements to counterparties or a loss of value to the portfolio concerned. Derivatives do not always perfectly or even highly correlate or track the value of the assets, rates or indices they are designed to track. Consequently, a portfolio's use of derivatives may not always be an effective means of, and sometimes could be counterproductive to, furthering the portfolio's investment objective.

OTC Derivatives Counterparty Risk. In addition to the general risks of derivatives discussed above, transactions in the OTC derivatives markets may involve the following particular risks.

- **Absence of regulation; counterparty default.** In general, there is less governmental regulation and supervision of transactions in the OTC markets (in which currencies, forward, spot and option contracts, credit default swaps, total return swaps and certain options on currencies are generally traded) than of transactions entered into on organized exchanges. In addition, many of the protections afforded to participants on some organized exchanges, such as the performance guarantee of an exchange clearing house, may not be available in connection with OTC transactions. Therefore, any portfolio entering into OTC transactions will be subject to the risk that its direct counterparty will not perform its obligations under the transactions and that the portfolio will sustain losses. A portfolio will only enter into transactions with counterparties which it believes to be creditworthy, and may reduce the exposure incurred in connection with such transactions through the receipt of letters of credit or collateral from certain counterparties. Regardless of the measures the Fund may seek to implement to reduce counterparty credit risk, however, there can be no assurance that a counterparty will not default or that the Fund will not sustain losses as a result.

- *Liquidity; requirement to perform.* From time to time, the counterparties with which the Fund effects transactions might cease making markets or quoting prices in certain of the instruments. In such instances, the Fund might be unable to enter into a desired transaction in currencies, credit default swaps or total return swaps or to enter into an offsetting transaction with respect to an open position, which might adversely affect its performance. Further, in contrast to exchange⁸ traded instruments, forward, spot and option contracts on currencies do not provide the Investment Adviser with the possibility to offset the Fund's obligations through an equal and opposite transaction. For this reason, in entering into forward, spot or options contracts, the Fund may be required, and must be able, to perform its obligations under the contracts.
- *Necessity for counterparty trading relationships.* As noted above, participants in the OTC market typically enter into transactions only with those counterparties which they believe to be sufficiently creditworthy, unless the counterparty provides margin, collateral, letters of credit or other credit enhancements. While the Fund and the Investment Manager believe that the Fund will be able to establish multiple counterparty business relationships to permit the Fund to effect transactions in the OTC market and other counterparty markets (including credit default swaps, total return swaps and other swaps market as applicable), there can be no assurance that it will be able to do so. An inability to establish or maintain such relationships would potentially increase the Fund's counterparty credit risk, limit its operations and could require the Fund to cease investment operations or conduct a substantial portion of such operations in the futures markets. Moreover, the counterparties with which the Fund expects to establish such relationships will not be obligated to maintain the credit lines extended to the Fund, and such counterparties could decide to reduce or terminate such credit lines at their discretion.

Commodity Related Risk. Investing in commodity-linked derivative instruments may subject a portfolio to greater volatility than investments in traditional securities. The value of commodity-linked derivative instruments may be affected by changes in overall market movements, commodity index volatility, changes in interest rates, or factors affecting a particular industry or commodity, such as drought, floods, weather, livestock disease, embargoes, tariffs and international economic, political and regulatory developments.

Structured Instruments Risk. Structured instruments are potentially more volatile and carry greater market risks than traditional debt instruments. Depending on the structure of the particular structured instrument, changes in a Benchmark may be magnified by the terms of the structured instrument and have an even more dramatic and substantial effect upon the value of the structured instrument. The prices of the structured instrument and the Benchmark or Underlying Asset may not move in the same direction or at the same time.

Equity Securities Risks

Equity Securities Risk. The value of underlying equity investments of a portfolio may fluctuate, sometimes dramatically, in response to the activities and results of individual companies or because of general market and economic conditions and changes in currency exchange rates. The value of a portfolio's investments may decline over short- or long-term periods.

Debt Securities Risks

Fixed-Income Securities Risk—General. The Net Asset Value of a portfolio invested in fixed-income securities will change in response to fluctuations in interest rates and currency exchange rates, as well as changes in credit quality of the issuer. Some portfolios may invest in high yielding fixed-income securities where the risk of depreciation and realization of capital losses on some of the fixed-income securities held will be unavoidable. In addition, medium- and lower-rated and unrated fixed-income securities of comparable quality may be subject to wider fluctuations in yield and market values than higher-rated fixed-income securities.

Fixed-Income Securities and Interest Rates. The value of a portfolio's Shares will fluctuate with the value of its investments. The value of a portfolio's investments in fixed-income securities will change as the general level of interest rates fluctuates. During periods of falling interest rates, the values of fixed-income securities generally rise, although if falling interest rates are viewed as a precursor to a recession, the values of a portfolio's securities may fall along with interest rates. Conversely, during periods of rising interest rates, the values of fixed-income securities generally decline. Changes in interest rates have a greater effect on fixed-income securities with longer maturities and durations than those with shorter maturities and durations.

Fixed-Income Securities and Prepayment. Many fixed-income securities, especially those issued at high interest rates, provide that the issuer may repay them early. Issuers often exercise this right when interest rates decline. Accordingly, holders of securities that may be called or prepaid may not benefit fully from the increase in value that other fixed-income securities experience when rates decline. Furthermore, in such a scenario a portfolio may reinvest the proceeds of the payoff at then-current yields, which would be lower than those paid by the security that was paid off. Prepayments may cause losses on securities purchased at a premium, and unscheduled prepayments, which will be made at par, will cause a portfolio to experience a loss equal to any unamortized premium.

Rating Agencies. Future actions of any rating agency can adversely affect the market value or liquidity of fixed-income securities, and a rating agency may, at any time and without any change in its published ratings criteria or methodology, lower or withdraw any rating assigned by it to any class of securities. Any such revision or withdrawal of a rating as a result of such a failure might adversely affect the liquidity and value of a fixed-income security.

Fixed-Income Securities Risk—Lower-Rated and Unrated Instruments. A portfolio's assets may be invested, in whole or in part, in high yield, high risk debt securities that are rated in the lower rating categories (*i.e.*, below Investment Grade) or which are unrated but are of comparable quality as determined by the Investment Manager. Debt securities rated below Investment Grade are commonly referred to as "junk bonds" and are considered to be subject to greater risk of loss of principal and interest than higher-rated securities and are considered to be predominantly speculative with respect to the issuer's capacity to pay interest and repay principal, which may in any case decline during sustained periods of deteriorating economic conditions or rising interest rates. Lower-rated securities generally are considered to be subject to greater market risk than higher-rated securities in times of deteriorating economic conditions. In addition, lower-rated securities may be more susceptible to real or perceived adverse economic and competitive industry conditions than Investment Grade securities, although the market values of lower-rated

securities tend to react less to fluctuations in interest rate levels than do those of higher-rated securities. The market for lower-rated securities may be thinner and less active than that for higher-quality securities, which can adversely affect the prices at which these securities can be sold. To the extent that there is no regular secondary market trading for certain lower-rated securities, the Investment Manager may experience difficulty in valuing such securities and, in turn, a portfolio's assets. In addition, adverse publicity and investor perceptions about lower-rated securities, whether or not based on fundamental analysis, may tend to decrease the market value and liquidity of such lower-rated securities. Transaction costs with respect to lower-rated securities may be higher, and in some cases information may be less available, than is the case with Investment Grade securities.

Since the risk of default is higher for lower-rated securities, the Investment Manager's research and credit analysis are a correspondingly important aspect of its program for managing a portfolio's investment in these securities. In considering investments for a portfolio, the Investment Manager will attempt to identify those high-yielding securities the financial condition of which is adequate to meet future obligations or has improved, or is expected to improve in the future. The Investment Manager's analysis focuses on relative values based on such factors as interest or dividend coverage, asset coverage, earnings prospects, and the experience and managerial strength of the issuer.

Unrated securities will be considered for investment by a portfolio when the Investment Manager believes that the financial condition of the issuers of such securities, or the protection afforded by the terms of the securities themselves, limits the risk to the portfolio to a degree comparable to that of rated securities which are consistent with the portfolio's objectives and policies.

In seeking to achieve a portfolio's primary objective, there will be times, such as during periods of rising interest rates, when depreciation and realization of capital losses on securities in the portfolio will be unavoidable. Moreover, medium- and lower-rated securities and unrated securities of comparable quality may be subject to wider fluctuations in yield and market values than higher-rated securities under certain market conditions. Such fluctuations after a security is acquired do not affect the cash income received from that security but are reflected in the Net Asset Value of a portfolio.

Distressed Securities. Certain securities may become distressed when the issuer of such securities enters into default or is in high risk of default. Such securities often have a credit rating of CC or below. An issuer of securities may experience a risk of default for a number of reasons, including weak financial condition, poor operating results, substantial capital needs, negative cash flow or net worth, and changes in market or competitive conditions which adversely affect the issuer's business, among other factors. A Portfolio may invest in distressed securities where the Investment Manager believes that the market valuation of such securities is below their fair value. While higher in risk, distressed securities generally offer a correspondingly greater potential for higher returns. Distressed securities may be difficult to value due to legal and market uncertainties, and the level of analytical sophistication, both financial and legal, necessary for successful investment in companies experiencing significant business and financial distress is high. Accordingly, there can be no assurance that investments in such securities will generate returns to compensate Shareholders adequately for the risks assumed and without experiencing a loss. Distressed securities may also be affected by laws concerning issuer reorganization, bankruptcy, and creditor and shareholder rights, and such laws may vary considerably in various jurisdictions, leading to

uncertainty as to the enforceability of claims by investors and lenders and delay in the recoupment of an investment.

Credit Risk—Sovereign Debt Obligations. By investing in debt obligations of governmental entities, a portfolio will be exposed to the direct or indirect consequences of political, social and economic changes in various countries. Political changes in a particular country may affect the willingness of a particular government to make or provide for timely payments of its debt obligations. The country's economic status, as reflected, among other things, in its inflation rate, the amount of its external debt and its gross domestic product, will also affect the government's ability to honor its obligations.

The ability of governments to make timely payments on their debt obligations is likely to be influenced strongly by the issuer's balance of payments, including export performance, and its access to international credits and investments. To the extent that a particular country receives payment for its exports in currencies other than the Currency of the Portfolio, such country's ability to make debt payments denominated in the Currency of the Portfolio could be adversely affected. To the extent that a particular country develops a trade deficit, such country will need to depend on continuing loans from foreign governments, supranational entities or private commercial banks, aid payments from foreign governments and on inflows of foreign investment. The access of a particular country to these forms of external funding may not be certain, and a withdrawal of external funding could adversely affect the capacity of such country to make payments on its debt obligations. In addition, the cost of servicing debt obligations can be affected by a change in global interest rates since the majority of these debt obligations carry interest rates that are adjusted periodically based upon global rates.

A portfolio may invest in debt obligations of governmental entities and supranational entities, for which a limited or no established secondary markets may exist. Reduced secondary market liquidity may have an adverse effect on the market price and a portfolio's ability to dispose of particular instruments when necessary to meet its liquidity requirements or in response to specific economic events such as deterioration in the creditworthiness of the issuer. Reduced secondary market liquidity for such debt obligations may also make it more difficult for a portfolio to obtain accurate market quotations for the purpose of valuing its portfolio. Market quotations are generally available on many sovereign debt obligations only from a limited number of dealers and may not necessarily represent firm bids of those dealers or prices for actual sales.

A portfolio may have limited legal recourse in the event of a default with respect to certain sovereign debt obligations it holds. For example, remedies from defaults on certain debt obligations of governmental entities, unlike those on private debt, must, in some cases, be pursued in the courts of the defaulting party itself. Legal recourse therefore may be significantly diminished. Bankruptcy, moratorium and other similar laws applicable to issuers of sovereign debt obligations may be substantially different from those applicable to issuers of private debt obligations. The political context, expressed as the willingness of an issuer of sovereign debt obligations to meet the terms of the debt obligation, for example, is of considerable importance. In addition, no assurance can be given that the holders of commercial bank debt will not contest payments to the holders of securities issued by foreign governments in the event of default under commercial bank loan agreements.

In addition, a portfolio's investment in debt obligations of supranational entities is subject to the additional risk that one or more member governments may fail to make required capital

contributions to a particular supranational entity and, as a result, such supranational entity may be unable to meet its obligations with respect to its debt obligations held by the portfolio.

Credit Risk—Corporate Debt Obligations. By investing in debt obligations issued by companies and other entities, a portfolio will be subject to the risk that a particular issuer may not fulfill its payment or other obligations in respect of such debt obligations. Additionally, an issuer may experience an adverse change in its financial condition which may in turn result in a decrease in the credit rating assigned by an IRSO to such issuer and its debt obligations, possibly below Investment Grade. Such adverse change in financial condition or decrease in credit rating(s) may result in increased volatility in the price of an issuer's debt obligations and negatively affect liquidity, making any such debt obligation more difficult to sell.

General Risks of CDO Investments. The value of any CDOs owned by a Portfolio generally will fluctuate with, among other things, the financial condition of the obligors or issuers of the underlying portfolio of assets of the related CDO (“CDO Collateral”), general economic conditions, the condition of certain financial markets, political events, developments or trends in any particular industry and changes in prevailing interest rates. Consequently, holders of CDOs must rely solely on distributions on the CDO Collateral or proceeds thereof for payment in respect

thereof. CDO Collateral may consist of high yield debt securities, loans, ABS and other instruments, which often are rated below investment grade (or of equivalent credit quality). The lower ratings of high yield securities and below investment grade loans reflect a greater possibility that adverse changes in the financial condition of an issuer or in general economic conditions or both may impair the ability of the related issuer or obligor to make payments of principal or interest. In addition, the lack of an established, liquid secondary market for some CDOs (CDO equity securities in particular) may have an adverse effect on the market value of those CDOs and will in most cases make it difficult to dispose of such CDOs at market or near-market prices.

Rating Agencies. Future actions of any rating agency can adversely affect the market value or liquidity of CDOs, and a rating agency may, at any time and without any change in its published ratings criteria or methodology, lower or withdraw any rating assigned by it to any class of CDO security. Any such revision or withdrawal of a rating as a result of such a failure might adversely affect the liquidity and value of the CDO security.

Effects of Regulation on CDO Market. Legislative or regulatory action taken by the U.S. federal government or any U.S. regulatory body (or other non-U.S. authority or regulatory body) in response to economic conditions or otherwise may negatively impact the liquidity and value of CDOs.

Meetings and Reports to Shareholders

Shareholders' Information

The latest audited annual reports and unaudited semi-annual reports will be made available to the Shareholders at no cost to them at the offices of the Management Company and the Custodian. Electronic copies of such annual and semi-annual reports are also available on the following website: www.abglobal.com. The accounts of each portfolio will be established in the relevant Currency of the Portfolio and consolidated accounts of the Fund are established in Dollars. Any other financial information to be published concerning any portfolio of the Fund or the Management Company, including the daily Net Asset Value of the Shares of any class of any portfolio and any suspension of such valuation, will be made available to the Shareholders at no cost to them at the offices of the Management Company and the Custodian.

If required by law and applicable regulations, notices to Shareholders will be published in the *Mémorial* and in such other newspaper(s) in such countries as the Management Company may from time to time determine.

In addition the Net Asset Value of the Shares is published as provided for in Section I for each Portfolio.

The Management Company draws the investors' attention to the fact that any investor will only be able to fully exercise his investor rights directly against the Fund if the investor is registered himself and in his own name in the Shareholders' register of the Fund. In cases where an investor invests in the Fund through an intermediary investing into the Fund in his own name but on behalf of the investor, it may not always be possible for the investor to exercise certain shareholder rights directly against the Fund. Investors are advised to take advice on their rights.

Shareholder Meetings

The Management Regulations do not provide for meetings of Shareholders, and the Fund does not intend to call any such meetings.

Management and Administration

Investment Management

AllianceBernstein L.P., a Delaware limited partnership with principal offices at 1345 Avenue of the Americas, New York, New York 10105, U.S.A., a leading global investment manager providing diversified services to institutions and individuals through a broad line of investments, has been appointed as the investment manager for the Fund pursuant to the terms of an Investment Management Agreement. The Investment Management Agreement may be terminated by the Management Company on behalf of the Fund or by the Investment Manager upon sixty days' written notice to the other.

AllianceBernstein Corporation, the Investment Manager's general partner, is an indirect wholly owned subsidiary of AXA Financial, Inc., which in turn is a wholly owned subsidiary of AXA, a French company.

The Investment Manager is registered with the U.S. Securities and Exchange Commission (the "SEC") as an investment adviser under the U.S. Investment Advisers Act of 1940, as amended. Additional information about the Investment Manager is available on the SEC's website at www.adviserinfo.sec.gov. Registration with the SEC or with any U.S. state securities authority does not imply a certain level of skill or training.

The Investment Manager may utilize the services of investment and other personnel of its direct and indirect subsidiaries (i.e. any company within the AB Group) ("Connected Entities") for purposes of providing services to the Fund and may execute, transact and otherwise carry out its functions, duties and obligations with or through any Connected Entities. The Investment Manager shall remain responsible for the proper performance by such Connected Entities of those responsibilities.

The Management Company

AllianceBernstein (Luxembourg) S.à r.l. (formerly AllianceBernstein (Luxembourg) S.A.), the principal shareholder of which is AllianceBernstein Holdings Limited, a wholly owned subsidiary of the Investment Manager, was organized as a *société anonyme* under the laws of the Grand Duchy of Luxembourg by notarial deed dated 31 July 1990, and published in the *Mémorial* on 9 November 1990. It has been incorporated for an undetermined period and its registered and principal office is at 2-4, rue Eugène Ruppert, L-2453, Luxembourg. **Effective as of April 11th, 2011, AllianceBernstein (Luxembourg) S.A. has changed its corporate form from a "société anonyme" (public limited company) to a "société à responsabilité limitée" (private limited company). It therefore changed its name from AllianceBernstein (Luxembourg) S.A. to AllianceBernstein (Luxembourg) S.à r.l.**

It constitutes the same legal entity and will continue to operate as a UCITS-compliant Management Company subject to the supervision of the *Commission de Surveillance du Secteur Financier*, the Luxembourg financial supervisory authority. Its articles of incorporation were amended for the last time on 17 July 2014. It is registered with the *Registre de Commerce et des Sociétés* in Luxembourg under No. B 34.405. The issued capital of the Management Company is €16,300,000, divided into 163,000 registered shares with no par value, all of which are fully paid. The Management Company is (i) a management company authorized under chapter 15 of the Law of 2010 and (ii) an alternative investment fund manager in Luxembourg authorized under chapter 2 of the law of 12 July 2013 on alternative investment fund managers.

The object of the Management Company is the creation and management of collective investment undertakings on behalf of their

respective shareholders. It will carry out the administration and management of the Fund on behalf of the Shareholders, including the purchase, sale, subscription and exchange of securities, and it may exercise all rights related to the Fund's assets.

As of the date hereof, the Management Company also acts as management company for the following funds advised by AllianceBernstein L.P.: ACMBernstein SICAV, AllianceBernstein Fund, ACM Institutional Series, ACM Bernstein Value Investments, AllianceBernstein Institutional Investments, AllianceBernstein Fund II, AllianceBernstein Allocations, AllianceBernstein China Investments, AXA/AB Investments, AB Institutional Strategies, AB Institutional Series B and W.P. Stewart Holdings Fund.

The managers of the Management Company are:

Silvio D. Cruz, Managing Director, AllianceBernstein (Luxembourg) S.à r.l. and Senior Vice President and Managing Director, AllianceBernstein L.P., 1345 Avenue of the Americas, New York, New York 10105, U.S.A.;

Simone Thelen, Managing Director and Senior Vice President, AllianceBernstein (Luxembourg) S.à r.l., 2-4, rue Eugène Ruppert L-2453, Luxembourg;

Bertrand Reimmel, Managing Director and Vice President, AllianceBernstein (Luxembourg) S.à r.l., 2-4, rue Eugène Ruppert L-2453, Luxembourg;

Louis T. Mangan, Senior Vice President and Counsel, AllianceBernstein L.P., 1345 Avenue of the Americas, New York, New York 10105, U.S.A.;

Christopher Bricker, Senior Vice President, AllianceBernstein L.P., 1345 Avenue of the Americas, New York, New York 10105, U.S.A.; and

Yves Prussen, *Avocat*, Elvinger, Hoss & Prussen, 2, Place Winston Churchill, B.P. 425, L-2014 Luxembourg.

Administrator and Custodian

Brown Brothers Harriman (Luxembourg) S.C.A. has been appointed as the administrator of the Fund pursuant to the terms of the Administration Agreement. In such capacity it is responsible for the general administrative functions of the Fund required by Luxembourg law, such as the calculation of the Net Asset Value of the Shares and the maintenance of accounting records. Brown Brothers Harriman (Luxembourg) S.C.A. also acts as paying agent of the Fund. Either the Administrator or the Management Company may terminate the Administrator's appointment at any time on giving ninety days' written notice.

Brown Brothers Harriman (Luxembourg) S.C.A. also has been appointed custodian of the Fund pursuant to the terms of the Custodian Agreement. All cash and securities constituting the assets of the Fund are held by the Custodian on behalf of the Shareholders. The Custodian may, with the approval of the Management Company, entrust banks and financial institutions with the safekeeping of such assets. The Custodian may hold securities in fungible or non-fungible accounts with such clearing houses as the Custodian, with the approval of the Management Company, may determine. It will have the normal duties of a bank with respect to the Fund's deposits of cash and securities held by it. The Custodian may only dispose of the assets of the Fund and make payments to third parties on behalf of the Fund on receipt of instructions from the Management Company or its appointed

agents. Upon receipt of instructions from the Management Company or its appointed agents, the Custodian will carry out all dispositions of the Fund's assets. In addition the Custodian will fulfill the duties and assume the responsibilities provided by Articles 17 and 18 of the Law of 2010.

Either the Custodian or the Management Company may terminate the Custodian's appointment at any time on giving ninety days' written notice. In the case of termination, the Management Company will appoint a new custodian. Termination is, however, subject to the condition that a new custodian, which is required to be appointed within two months of the notice of termination, assumes the responsibilities and functions of the custodian under the Management Regulations. In addition, the Custodian's appointment will continue for such further period as may be necessary for the transfer of all assets of the Fund to the new custodian.

Brown Brothers Harriman (Luxembourg) S.C.A. maintains its registered office at 2-8, avenue Charles de Gaulle, L-1653

Luxembourg, and is a bank organized as a *société en commandite par actions* in and under the laws of the Grand Duchy of Luxembourg.

Registrar and Transfer Agent

AllianceBernstein Investor Services, a unit of the Management Company, acts as registrar and transfer agent of the Fund. In such capacity, the Transfer Agent is responsible for processing purchases, redemptions, exchanges and transfers of Shares of the Fund.

Distributor

Pursuant to the Distribution Agreements, AllianceBernstein Investments, a unit of the Management Company and/or AllianceBernstein Investments, a unit of AllianceBernstein Investments, Inc., acts as the Distributor for the Shares on a best efforts basis. Each Distribution Agreement possesses an unlimited duration and may be terminated by either party thereto upon sixty days' notice. The Distributor has contracted with dealers for the distribution of Shares outside the United States.

Additional Information

Management Regulations

The Fund is managed by the Management Company in accordance with the Management Regulations. The initial Management Regulations of the Fund, dated 21 August 1991, were published in the *Mémorial* on 26 September 1991. Initially, the Fund was established under the name "Alliance Global Growth Trends Portfolio." Subsequently, the Management Regulations were amended and the new name "Alliance Global Investments" and the umbrella structure were adopted on 22 July 1992. The Management Regulations were then amended when the name of the Fund was changed to "ACM Global Investments," and this amendment became effective on 1 January 1997 and was published in the *Mémorial* on 23 December 1996. Thereafter, the Management Regulations were amended at various points in time. The Management Regulations have been amended for the last time on 16 September 2013, such amendment has been published in the *Mémorial* through a notice advising of the deposit of such document with the *Registre de Commerce et des Sociétés* of Luxembourg.

The Management Regulations may be amended from time to time in order to create additional portfolios in the Fund or for other purposes deemed necessary by the Management Company, subject to the approval of the Custodian. Amendments to the Management Regulations are deposited with the *Registre de Commerce et des Sociétés* in Luxembourg and they will become effective the day of the publication in the *Mémorial* of a notice of such deposit. The Management Regulations in their consolidated form, together with addenda relating thereto, are on file with the *Registre de Commerce et des Sociétés* in Luxembourg where they may be inspected and where copies thereof may be obtained.

By acquiring Shares, every Shareholder approves and fully accepts that the Management Regulations will govern the relationship among the Shareholders, the Management Company and the Custodian. The Management Regulations place certain restrictions and limitations on the Management Company in connection with its operation of the Fund and the portfolios. Such restrictions and limitations are set out in Appendix A. The Management Company may from time to time impose further investment restrictions other than those set out in Appendix A as are compatible with or in the interest of the Shareholders, in order to comply with the laws and regulations of the various countries where the Shares of the Fund's portfolios are sold.

Fees and Expenses

In addition to the sales charge and contingent deferred sales charge that investors purchasing Shares may incur, the Fund and each portfolio are also subject to ongoing fees and expenses. Distribution fees are accrued and charged as expenses of the portfolio to which they relate.

Management Fee. The Management Company is entitled to a management fee with respect to each portfolio, accrued daily and payable monthly, at the annual rate, based on the average daily Net Asset Value of the Shares, indicated under "Summary Information" in Section I.

From the management fee paid to the Management Company by a portfolio, the Investment Manager is entitled to the payment of an investment management fee with respect to such portfolio, accrued daily and payable monthly, at the annual rate, based on the average daily Net Asset Value of the Shares of such portfolio. Class S, SP, SK and S 2 shares are reserved for institutional investors that have entered into an agreement with the Management Company and are being charged an investment management fee separately. With respect to certain share classes, the management fee may also include a

component that is paid to distributors or other financial intermediaries and service providers to cover shareholder servicing and other administrative expenses. In the event that the Investment Manager does not act as investment manager for a complete month, the management fee payable by such portfolio for such month will be prorated to reflect the portion of such month in which the Investment Manager acted as such under the Investment Management Agreement.

The Management Company or the Investment Manager, or an affiliate thereof, may make cash payments from time to time from such entity's own resources to distributors, dealers or other entities in connection with the sale of Shares of a portfolio. Such payments may include payments to reimburse directly or indirectly the costs associated with these firms' marketing, educational and training efforts and other support activities. A number of factors are considered in determining the amount of these payments, including each firm's AB funds sales, assets and redemption rates, and the willingness and ability of the firm to provide access to its financial advisors for educational and marketing purposes. In some cases, firms may include AB funds on a "preferred list." The goal is to make the financial advisors who interact with current and prospective Shareholders more knowledgeable about AB funds so that they can provide suitable information and advice about AB funds and related investor services.

If one fund sponsor makes greater distribution assistance payments than another, a financial advisor in such arrangements and his or her firm may have an incentive to recommend one fund complex over another. Similarly, if such a financial advisor or his or her firm receives more distribution assistance for one share class versus another, then they may have an incentive to recommend that class.

Those considering an investment in AB funds should speak with their financial advisor to learn more about the total amounts paid to the financial advisor and his or her firm by the Management Company, the Investment Manager and their affiliates and by sponsors of other funds he or she may recommend and should also consult disclosures made by their financial advisor at the time of purchase. Under certain circumstances, an investor in class S, S1 and S1 2 shares may receive payments from the Management Company or the Investment Manager, or an affiliate thereof, out of such entity's own resources.

Distribution Fee. Distribution fees with respect to a class of Shares will be paid to the Distributor as compensation for providing distribution-related services to the Fund with respect to such Shares at the rate indicated under "Summary Information" in Section I. Any shareholder servicing fees with respect to a class of shares will be paid by the Management Company out of the Management Fee to the Distributor as compensation for providing ongoing shareholder services to the Fund for holders of such Shares. The Distributor may pay some or all of such distribution or shareholder servicing fees to dealers who distribute Shares based on the average daily Net Asset Value of shares owned by such dealers' clients during such month. The distribution fee and the shareholder servicing fee of a particular class will not be used to subsidize the sale of shares of any other class.

Management Company Fee. The Management Company is entitled to receive out of the assets of the portfolios a fee that is intended to cover the expenses of the services it provides in connection with the operation and central administration of the

portfolios in Luxembourg. The amount of the fee payable with respect to each share class of a portfolio is set forth in Section I with respect to each portfolio. The Management Company fee is accrued daily and paid monthly.

Administrator, Custodian and Transfer Agent Fees. Each of the Administrator, Custodian and Transfer Agent is entitled to receive out of the assets of each portfolio a fee in accordance with the usual practice in Luxembourg. Such fees are a combination of asset-based fees and transaction fees as described in "Other Portfolio Information—Management Company, Administrator, Custodian and Transfer Agent Fees" in Section I with regard to each portfolio.

Unless otherwise provided for in the relevant part of Section I relating to a specific portfolio, the Administrator, Custodian and Transfer Agent fees will generally be of a maximum of 1.00% per year, calculated on the basis of the Net Asset Value of a portfolio. The Custodian fees do not comprise the costs of correspondent banks, certain other taxes, brokerage (if applicable) and interest on borrowings which will be charged separately. The Administrator, Custodian and Transfer Agent fees are eligible for the total expense ratio caps disclosed in the relevant part of Section I relating to a specific portfolio. The actual amounts of such fees are detailed in the annual report of the Fund.

Other Expenses. Each portfolio bears all of its other expenses, including, but not limited to (a) all taxes which may be due on the assets and the income of the portfolio and any entity-level taxes, (b) the reasonable disbursements and out-of-pocket expenses (including, without limitation, telephone, telex, cable and postage expenses) incurred by the Custodian and any custody charges of banks and financial institutions to which custody of assets of the portfolio is entrusted, (c) usual banking fees due on transactions involving securities held in the portfolio (such fees to be included in the acquisition price and to be deducted from the selling price), (d) any remuneration and out-of-pocket expenses of the Transfer Agent which will be payable monthly, (e) legal expenses incurred by the Management Company or the Custodian while acting in the interest of the Shareholders, and (f) the cost of printing certificates, the cost of preparing and/or filing the Management Regulations and all other documents concerning the portfolio, including registration statements, prospectuses and explanatory memoranda with all authorities (including local securities dealers' associations) having jurisdiction over the portfolio and any other costs of qualifying or registering the Shares of the portfolio for offer or sale in any jurisdiction, the cost of preparing, in such languages as are necessary for the benefit of the Shareholders, including the beneficial holders of the Shares, and distributing annual and semiannual reports and such other reports or documents as may be required under the applicable laws or regulations of the above-cited authorities; the cost of accounting, bookkeeping and calculating the daily Net Asset Value; the cost of preparing and distributing public notices to the Shareholders; lawyers' and auditor's fees; the costs incurred with the admission and the maintenance of the Shares on the stock exchanges on which they are listed; annual Luxembourg registration fees; and all similar administrative charges, including, unless otherwise decided by the Management Company, all other expenses directly incurred in offering or distributing the Shares, including the printing costs of copies of the above-mentioned documents or reports, which are utilized by the distributors or dealers of the Shares in the course of their business activities.

Unless otherwise provided for in the relevant part of Section I relating to a specific share class of a portfolio, all recurring charges will be charged first against income, then against capital gains and then against assets. Expenses attributable to a particular portfolio are charged to that portfolio, while expenses not attributable to a specific

portfolio will be allocated among the Fund's portfolios on such basis as the Board of Managers of the Management Company determines is fair and equitable. Different classes of Shares within a portfolio will bear all expenses attributable to that class of Shares, and if expenses of a portfolio are not attributable to a specific class of Shares of such portfolio, such expenses will be allocated among the classes of Shares of such portfolio on such basis as the Board of Managers of the Management Company determines is fair and equitable.

The Management Company expects the annual expense ratio of each portfolio to be comparable to that of other collective investment undertakings with similar investment objectives.

Co-Management of Assets

For the purpose of effective management, where the investment policies of a portfolio so permit, the Management Company may choose to co-manage assets of certain portfolios within or outside the Fund. In such cases, assets of different portfolios or strategies will be managed in common. The assets which are co-managed shall be referred to as a "pool." These pooling arrangements are an administrative device designed to reduce operational and other expenses and do not change the legal rights and obligations of Shareholders. The pools do not constitute separate entities and are not directly accessible to investors. Each of the co-managed portfolios or strategies shall remain entitled to its specific assets. Where the assets of more than one portfolio or strategy are pooled, the assets attributable to each participating portfolio or strategy will initially be determined by reference to its initial allocation of assets to such a pool and will change in the event of additional allocations or withdrawals. The entitlements of each participating portfolio or strategy to the co-managed assets apply to each and every line of investments of such pool. Additional investments made on behalf of the co-managed portfolios or strategies shall be allotted to such portfolios or strategies in accordance with their respective entitlement, whereas assets sold shall be levied similarly on the assets attributable to each participating portfolio or strategy. As of the date hereof, the Fund co-manages the assets of certain portfolios utilizing the following pools: AllianceBernstein – Global High Yield Pool, ACMGI-Emerging Market Growth Pool, ACMGI-Global Growth Pool, ACMGI-Global Value Pool, ACMGI-Global Bond Pool, Thematic Research Pool, Global Real Estate Pool and Commodities Pool.

A review of the tax impact of the pooling arrangements has been undertaken in Luxembourg. It is not anticipated that any material Luxembourg taxes will arise due to the implementation of the pooling arrangements as described in this Prospectus. There may be a risk of taxation impacts in other jurisdictions where securities located in those countries are pooled as described in this Prospectus, though any additional taxes arising are not anticipated to be material.

Risk Management

The Management Company will employ, or will ensure that the Investment Manager will employ, a risk management process with respect to the Fund that enables the Management Company to monitor and measure at any time the risk of the positions in the portfolios and their contribution to the overall risk profile of the portfolios.

In relation to financial derivative instruments, the risk management process is designed to ensure accurate and independent assessment of the value of OTC derivatives and to ensure that each portfolio's global risk exposure relating to financial derivative instruments does not exceed the limits specified in the prospectus, the Law of

2010 and the relevant circulars of the Luxembourg *Commission de Surveillance du Secteur Financier*.

The global risk exposure is calculated taking into account the current value of the underlying assets, the counterparty risk, future market movements and the time necessary to liquidate the positions.

Each portfolio also may invest according to its investment objectives and policies and within the limitations contained in "Investment Restrictions" in Appendix A in financial derivative instruments. When a transferable security or money market instrument embeds a derivative, the latter must be taken into account when complying with such limitations.

Conflicts of Interest. The Management Company, the Investment Manager, the Custodian, the Administrator, distributors and other service providers and their respective affiliates, directors, officers and unitholders are or may be involved in other financial, investment and professional activities that may create conflicts of interest with the management and administration of the Fund. These include the management of other funds, purchases and sales of securities, brokerage services, custodian and safekeeping services, and serving as directors, officers, advisors or agents for other funds or other companies, including companies that a portfolio may invest in. Each of the parties will ensure that the performance of their respective duties will not be impaired by any such other involvement that they might have. In the event that a conflict of interest does arise, the managers of the Management Company and the relevant parties involved shall endeavour to resolve it fairly, within a reasonable time and in the interest of the Fund.

Potential investors should also be aware that the Fund is subject to a number of actual and potential conflicts of interest involving the AB Group. While conflicts of interest are inherent to the relationships among the AB Group, merely because an actual or potential conflict of interest exists does not mean that it will be acted upon to the detriment of the Fund. The Investment Manager will, in such event, have regard to its obligations under the Investment Management Agreement and, in particular, to its obligations to act in the best interests of the Fund, so far as practicable having regard to its obligations to other clients, when undertaking any investments where potential conflicts of interest may arise. Should a conflict of interest arise, the Investment Manager will endeavor to ensure that it is resolved fairly. Without limitation, these conflicts may include the following:

- *Other Funds Managed by the Investment Manager.* In the event any investment is made in funds already managed or advised directly or indirectly by the Investment Manager itself or a company with which it is linked by way of common management or control or by way of a direct or indirect stake of more than 10% of the capital or votes, such investment will be effected only on terms which either avoid, or make appropriate provision to effectively eliminate, double charging of investment management or advisory fees. Furthermore, the Management Company or other company will not charge subscription or redemption fees in connection with an acquisition or disposal of such investments.
- *Allocation Among the Clients.* An Interested Party may make investments for other clients without making the same available to the Fund. In addition, to the extent that the Investment Manager deems it advisable to seek investments for the Fund and for its other client accounts in the same security at the same time, the Fund may not be able to acquire as large an allocation of such security as it desires, or it may have to pay a higher price or obtain a lower yield for such security. Allocation will be made in a manner deemed equitable by the

Investment Manager, taking into account size of account, amount purchased or sold and any other factor it may deem relevant.

- Ⓔ! *Services to Other Clients.* An Interested Party may enter into financial, banking, currency, advisory (including corporate finance advice) or other transactions on an arm's-length basis with the Fund or any company in the investment portfolio of the Fund for which it may receive and retain fees.
- Ⓔ! *Cross Trades.* To the extent permitted by applicable law, an Interested Party may engage in cross trades of securities between its clients as well cross trades between its clients and brokerage clients of its affiliates for whom the Investment Manager does not provide asset management services. In the event that the Investment Manager effects a cross trade to which the Fund is a party, the Investment Manager will act on behalf of both the Fund and the other party to the cross trade, and thus may have a potentially conflicting division of loyalty to such parties. In order to address such potentially conflicting divisions of loyalty, the Investment Manager has established policies and procedures with respect to cross trades so that neither party to a cross trade is unfairly advantaged or disadvantaged relative to the other party. All cross trades will be executed on an agency basis at the current fair market value and otherwise consistent with the Investment Manager's fiduciary obligations. None of the foregoing activities should interfere substantially with the commitment of time necessary for the Investment Manager or its principals to perform their responsibilities to the Fund.
- Ⓔ! *Sales to and from the Fund.* An Interested Party may sell or purchase investments to or from the Fund, provided that (i) the sale or purchase is effected on an official stock exchange or other organized market where the purchaser or vendor is undisclosed at the time of the sale or purchase or in other circumstances where the vendor and purchaser are not identified to each other; or (ii) the terms and conditions of any such sale or purchase are effected on an arm's-length basis and approved by the Board of Managers of the Management Company before such sale or purchase is effected.
- Ⓔ! *Transactions with Affiliated Broker/Dealers.* The Investment Manager may, in the normal course of business, utilize the brokerage services of affiliated broker/dealers including, but not limited to, Sanford C. Bernstein & Co., LLC and Sanford C. Bernstein Limited subject to the Investment Manager's obligation to execute transactions on behalf of the Fund consisted with best execution standards.
- Ⓔ! *Soft-Dollar Arrangements.* Although currently the Management Company does not receive or enter into soft-dollar commissions/arrangements, the Investment Manager does receive and has entered into soft-dollar commissions/arrangements with brokers relating to portfolios of the Fund that invest in equity securities, in respect of which certain goods and services used to support the investment decision making process were received. The soft commission arrangements were entered into on the basis that the execution of transactions on behalf of the Fund will be consistent with best execution standards and brokerage rates will not be in excess of customary institutional full-service brokerage rates. The goods and services received include specialist industry, company and consumer research, portfolio and market analysis and computer software used for the delivery of such services. The nature of the goods and services received is such that the benefits provided under the arrangement must be

those which assist in the provision of investment services to the Fund and may contribute to an improvement in the Fund's

- Ⓔ! performance. For the avoidance of doubt, such goods and services do not include travel, accommodations, entertainment, general administrative goods or services, general office equipment or premises, membership fees, employees' salaries or direct money payments. Disclosure of soft commission arrangements will be made in the periodic reports of the Fund.
- Ⓔ! *Research.* The principal portfolio themes for the Fund may take into account forecast information provided by equity, credit, quantitative, economic, and structured asset fixed-income research analysts employed by an Interested Party and other research firms. Accordingly, estimates of earnings and dividends related to investments of the Fund may differ from estimates of the Interested Party's institutional research analysts. Further, the Investment Manager's buy-sell actions for the Fund may differ from those recommended by the Interested Party's institutional research analysts.
- Ⓔ! *No Independent Legal Counsel.* The Fund is represented by Schulte Roth & Zabel LLP with respect to U.S. law. The Fund is represented by Elvinger, Hoss & Prussen with respect to Luxembourg law. Schulte Roth & Zabel LLP and Elvinger, Hoss & Prussen have been selected to act as independent legal counsel to the Interested Parties and the Fund, as applicable, by the AB Group. Schulte Roth & Zabel LLP and Elvinger, Hoss & Prussen each also acts as legal counsel to certain other investment funds, accounts, and vehicles managed by the AB Group and its affiliates. Conflicts could arise due to these multiple legal representations. Prospective and existing investors in the Fund have not been, and will not be, represented by Schulte Roth & Zabel LLP or Elvinger, Hoss & Prussen, and are encouraged to seek the advice of their own legal counsel in evaluating the merits and risks of this offering and the operations of the Fund.

Restrictions on Ownership

U.S. Persons. Pursuant to its powers as set out in the Management Regulations, the Management Company has resolved to restrict or prevent the ownership of shares by any "U.S. Person." Investors will be required to provide assurances satisfactory to the Distributor, the dealer or the Fund indicating that the prospective purchaser is not a U.S. Person. Shareholders are required to notify the Management Company immediately of any change in such information. **IT IS THE RESPONSIBILITY OF EACH SHAREHOLDER TO VERIFY THAT IT IS NOT A U.S. PERSON THAT WOULD BE PROHIBITED FROM OWNING SHARES IN THE FUND.**

In addition, the Management Company, in its discretion, may permit the ownership of Shares by U.S. Persons in certain circumstances.

If it shall come to the attention of the Management Company at any time that Shares of the Fund are beneficially owned by a U.S. Person, either alone or in conjunction with any other person, the Management Company, on behalf of the Fund, may in its discretion compulsorily repurchase such Shares at their redemption price as described herein. Not less than ten days after the Fund gives notice of such compulsory repurchase, the Shares will be redeemed and Shareholders will cease to be the owners of such Shares.

Class S, SK, SD, SA, SP, S1P, SA GB, SB GB, S1A GB, S1B GB, S1B IE, S 2, S1, S1D, S1QD, S1X, S1 2 and SM Shares (and corresponding H shares) (the "Institutional Share Classes"). The sale of the Institutional Share Classes in the Fund is restricted to persons who qualify as institutional investors within the meaning of Article 174 of the Law of 2010. Class S, SP, SK, S 2 and SM shares

(and corresponding H shares) are reserved for institutional investors that have entered into an agreement with the Management Company and are being charged an investment management fee separately.

The Management Company will, at its discretion, refuse to issue shares of Institutional Share Classes if there is not sufficient evidence that the person to whom such shares of Institutional Share Classes are sold is an institutional investor or in any other circumstances where any such issue would be detrimental to the Fund or its shareholders.

In considering the qualification of a subscriber as an institutional investor, the Management Company will have due regard to the guidelines or recommendations of the competent supervisory authority.

Institutional investors subscribing for shares of Institutional Share Classes in their own name, but on behalf of a third party, must certify to the Management Company that such subscription is made on behalf of an institutional investor as aforesaid, and the Management Company may require, at its sole discretion, evidence that the beneficial owner of the shares of Institutional Share Classes is an institutional investor.

If it shall come to the attention of the Management Company at any time that shares of Institutional Share Classes are beneficially owned by a United States Person, non-institutional investor or by another person who is not authorized to hold such shares of Institutional Share Classes, either alone or in conjunction with any other person, the Management Company, on behalf of the Fund, may in its discretion compulsorily repurchase such shares of Institutional Share Classes at their redemption price as described herein. Not less than ten days after the Fund gives notice of such compulsory repurchase, the shares of Institutional Share Classes will be redeemed and Shareholders will cease to be the owners of such shares of Institutional Share Classes.

Taxation

The following summaries do not purport to be complete in all respects and do not constitute investment or tax advice and investors should consult their own professional advisers as to the tax implications under the laws of the countries of their nationality, residence, domicile or incorporation of an investment in the portfolios.

The taxation of income and capital gains of the Fund and Shareholders is subject to the fiscal law and practice of Luxembourg, any jurisdiction in which the Fund makes investments and of the jurisdictions in which Shareholders are resident or otherwise subject to tax. The following general summary of the anticipated tax treatment in Luxembourg and the United States does not constitute legal or tax advice and applies only to Shareholders holding Shares as an investment.

Prospective Shareholders should inform themselves of, and where appropriate take advice on, the laws and regulations (such as taxation and exchange controls) applicable to the subscription, purchase, redemption, exchange, conversion, holding and realization of Shares and the receipt of distributions (whether or not on redemption) in the place of their citizenship, residence, domicile or incorporation.

The information below is based on current law and interpretations thereof on the date of this document. No assurance can be given that applicable tax law and interpretations thereof will not be changed in the future. The following tax summary is not a

guarantee to any Shareholder of the tax results of investing in the Fund.

No Payment of Additional Taxes or Assessments. Each Shareholder will assume and be responsible to the proper governmental or regulatory authority for any and all taxes of any jurisdiction or governmental or regulatory authority, including, without limitation, any state or local taxes or other like assessments or charges that may be applicable to any payment in respect of the Shares made by the Fund, the Management Company or the Administrator. None of the Fund, the Management Company or the Administrator will pay any additional amounts to Shareholders to reimburse them for any tax, assessment or charge required to be withheld or deducted from payments on the Shares by the Fund, the Management Company or the Administrator. None of the Fund, the Management Company or the Administrator will be responsible for the payment of any additional amount of withholding tax which may become payable due to an increase in any applicable withholding tax rates.

Luxembourg Taxation. The following is a general summary of the anticipated tax treatment in Luxembourg.

The Fund. The Fund is subject to Luxembourg law in respect of its tax status. Under legislation and regulations currently prevailing in Luxembourg, each portfolio is subject to an annual tax on its Net Asset Value attributable to the Shares at the annual rate indicated under "Summary Information" in Section I, accrued daily and calculated and payable quarterly. No such tax is applicable in respect of assets invested in Luxembourg undertakings for collective investment which are themselves subject to such tax. Under present law the Fund is not subject to any Luxembourg tax on income or capital gains nor to any estate tax. The Fund may however be subject to taxation, including withholding tax, on income and/or gains in countries where the assets are located (including Luxembourg).

Shareholders. Under current legislation Shareholders for holding Shares of the Fund are not subject to any capital gains, income, withholding, estate, inheritance or other taxes in Luxembourg (except for those resident or having permanent establishment in Luxembourg).

European Union Savings Directive. The Council of the EU has adopted on 3 June 2003 Council Directive 2003/48/EC on the taxation of savings income in the form of interest payments (the "Directive"). Under the Directive, Member States of the EU will be required to provide the tax authorities of another EU Member State with information on payments of interest or other similar income paid by a paying agent (as defined by the Directive) within its jurisdiction to an individual resident or a residual entity established in that other EU Member State or in certain dependent or associated territories of an EU Member State. Austria has opted instead for a tax withholding system for a transitional period in relation to such payments. Switzerland, Monaco, Liechtenstein, Andorra and San Marino and the Channel Islands, the Isle of Man and the dependent or associated territories in the Caribbean, have also introduced measures equivalent to information reporting or, during the above transitional period, withholding tax.

Under the Luxembourg laws dated June 21, 2005 (the "Laws"), implementing the Directive, as amended by the Luxembourg Law of 25 November 2014, and several agreements concluded between Luxembourg and certain dependent or associated territories of the EU ("Territories"), a Luxembourg-based paying agent is required as from 1 January 2015 to report to the Luxembourg tax authorities the payment of interest and other similar income paid by it to (or under certain circumstances, to the benefit of) an individual or certain residual entities resident or established in another EU Member State or in the Territories, and certain personal detail on the beneficial owner. Such details will be provided by the Luxembourg tax authorities to the

competent foreign tax authorities of the state of residence of the beneficial owner (within the meaning of the Directive).

Dividends distributed by a portfolio of the Fund will be subject to the Directive and the Laws if more than 15% of such portfolio's assets are invested in debt claims (as defined in the Laws) and proceeds realized by Shareholders on the redemption or sale of Shares in a portfolio will be subject to the Directive and the Laws if more than 25% of such portfolio's assets are invested in debt claims.

However, on 24 March 2014 the Council of the European Union adopted Council Directive 2014/48/EU amending the Directive. EU Member States have to adopt and publish by 1 January 2016, the laws, regulations and administrative provisions necessary to comply with this directive. Council Directive 2014/48/EU enlarges inter alia the scope of the Directive by extending the definition of interest payments and will cover income distributed by or income realised upon the sale, refund or redemption of shares or units in undertakings for collective investment or other collective investment funds or schemes, that either are registered as such in accordance with the law of any of the EU Member States or of the countries of the European Economic Area which do not belong to the EU, or have fund rules or instruments of incorporation governed by the law relating to collective investment funds or schemes of one of these States or countries, irrespective of the legal form of such undertakings, funds or schemes and irrespective of any restriction to a limited group of investors, in case such undertakings, funds or schemes invest, directly or indirectly, a certain percentage of their assets in debt claims as defined under the amended Directive.

Investors should consult their professional advisors on the possible tax and other consequences with respect to the implementation of the Council Directive 2014/48/EU amending the Directive.

The Fund reserves the right to reject any application for Shares if the information provided by any prospective investor does not meet the standards required by the Laws as a result of the Directive.

United States Taxation.

THE DISCUSSION HEREIN IS FOR INFORMATIONAL PURPOSES ONLY AND IS A DISCUSSION PRIMARILY OF THE U.S. TAX CONSEQUENCES TO PROSPECTIVE SHAREHOLDERS. EACH PROSPECTIVE SHAREHOLDER SHOULD CONSULT ITS PROFESSIONAL TAX ADVISOR WITH RESPECT TO THE TAX ASPECTS OF AN INVESTMENT IN THE FUND. TAX CONSEQUENCES MAY VARY DEPENDING UPON THE PARTICULAR STATUS OF A PROSPECTIVE SHAREHOLDER. IN ADDITION, SPECIAL CONSIDERATIONS (NOT DISCUSSED HEREIN) MAY APPLY TO PERSONS WHO ARE NOT DIRECT SHAREHOLDERS IN THE FUND BUT WHO ARE DEEMED TO OWN SHARES AS A RESULT OF THE APPLICATION OF CERTAIN ATTRIBUTION RULES.

The Fund has not sought a ruling from the U.S. Internal Revenue Service or any other U.S. federal, state or local agency with respect to any of the tax issues affecting the Fund.

The following is a summary of certain potential U.S. federal tax consequences which may be relevant to prospective shareholders. The discussion contained herein is not a full description of the complex tax rules involved and is based upon existing laws, judicial decisions and administrative regulations, rulings and practices, all of which are subject to change, retroactively as well

as prospectively. A decision to invest in the Fund should be based upon an evaluation of the merits of the trading program, and not upon any anticipated U.S. tax benefits.

U.S. Tax Status. Each Portfolio intends to operate as a separate corporation for U.S. federal tax purposes. The remainder of the U.S. tax discussion herein assumes that the each Portfolio will be treated as a separate corporation for U.S. federal tax purposes, though the U.S. Federal tax treatment of an entity like the Fund and its Portfolios is not entirely clear. The references to "the Fund" below shall be read to apply to each Portfolio, unless otherwise indicated.

U.S. Trade or Business. Section 864(b)(2) of the U.S. Internal Revenue Code of 1986, as amended (the "IRC"), provides a safe harbor (the "Safe Harbor") applicable to a non-U.S. corporation (other than a dealer in securities) that engages in the U.S. in trading securities (including contracts or options to buy or sell securities) for its own account pursuant to which such non-U.S. corporation will not be deemed to be engaged in a U.S. trade or business. The Safe Harbor also provides that a non-U.S. corporation (other than a dealer in commodities) that engages in the U.S. in trading commodities for its own account is not deemed to be engaged in a U.S. trade or business if "the commodities are of a kind customarily dealt in on an organized commodity exchange and if the transaction is of a kind customarily consummated at such place." Pursuant to proposed regulations, a non-U.S. taxpayer (other than a dealer in stocks, securities, commodities or derivatives) that effects transactions in the United States in derivatives (including (i) derivatives based upon stocks, securities, and certain commodities and currencies, and (ii) certain notional principal contracts based upon an interest rate, equity, or certain commodities and currencies) for its own account is not deemed to be engaged in a United States trade or business. Although the proposed regulations are not final, the Service has indicated in the preamble to the proposed regulations that for periods prior to the effective date of the proposed regulations, taxpayers may take any reasonable position with respect to the application of Section 864(b)(2) of the IRC to derivatives, and that a position consistent with the proposed regulations will be considered a reasonable position.

The Fund intends to conduct its business in a manner so as to meet the requirements of the Safe Harbor. Thus, based on the foregoing, the Fund's securities and commodities trading activities are not expected to constitute a U.S. trade or business and, except in the limited circumstances discussed below, the Fund does not expect to be subject to the regular U.S. income tax on any of its trading profits. However, if certain of the Fund's activities were determined not to be of the type described in the Safe Harbor, the Fund's activities may constitute a U.S. trade or business, in which case the Fund would be subject to U.S. income and branch profits tax on the income and gain from those activities.

Even if the Fund's securities trading activity does not constitute a U.S. trade or business, gains realized from the sale or disposition of stock or securities (other than debt instruments with no equity component) of U.S. Real Property Holding Corporations (as defined in Section 897 of the IRC) ("USRPHCs"), including stock or securities of certain Real Estate Investment Trusts ("REITs"), will be generally subject to U.S. income tax on a net basis. However, a principal exception to this rule of taxation may apply if such USRPHC has a class of stock which is regularly traded on an established securities market and the Fund generally did not hold (and was not deemed to hold under certain attribution rules) more than 5% of the value of a regularly traded class

of stock or securities of such USRPHC at any time during the five year period ending on the date of disposition.² Moreover, if the Fund were deemed to be engaged in a U.S. trade or business as a result of owning a limited partnership interest in a U.S. business partnership or a similar ownership interest, income and gain realized from that investment would be subject to U.S. income and branch profits tax.

Identity and Reporting of Beneficial Ownership; Withholding on Certain Payments.

United States. In order to avoid a U.S. withholding tax of 30% on certain payments (including payments of gross proceeds) made with respect to certain actual and deemed U.S. investments, the Fund generally will be required to register with the Service by December 31, 2014, and agree to identify certain direct and indirect U.S. account holders (including debtholders and equityholders). Luxembourg has signed a Model 1A (reciprocal) inter-governmental agreement with the United States (the "US IGA") to give effect to the foregoing withholding and reporting rules. Although the US IGA has been signed, it will still need to be brought into force in Luxembourg and enabling legislation in Luxembourg will need to be enacted to give effect to the terms of the US IGA under Luxembourg law. So long as the Fund complies with the US IGA and the enabling legislation, the Investment Manager anticipates that the Fund will not be subject to the related U.S. withholding tax.

A non-U.S. investor in the Fund will generally be required to provide to the Fund (or in certain cases, a distributor, intermediary or certain other entities through which a non-U.S. investor invests (each, an "Intermediary")) information which identifies its direct and indirect U.S. ownership. Under the US IGA, any such information provided to the Fund will be shared with the Luxembourg Minister of Finance or its delegate (the "Luxembourg MOF"), unless such U.S. ownership is exempt from the reporting rules. The Luxembourg MOF will provide the information reported to it with the Service annually on an automatic basis. A non-U.S. investor that is a "foreign financial institution" within the meaning of Section 1471(d)(4) of the IRC will generally be required to register with the Service by June 30, 2014 (or such later date applicable to certain entities located in jurisdictions with Model 1 inter-governmental agreements), and agree to identify certain of its own direct and indirect U.S. account holders (including debtholders and equityholders). A non-U.S. investor who fails to provide such information to the Fund (or, if applicable,

2 The Fund will also be exempt from tax on dispositions of REIT shares, whether or not those shares are regularly traded, if less than 50% of the value of such shares is held, directly or indirectly, by non-U.S. persons at all times during the five-year period ending on the date of disposition. However, even if the disposition of REIT shares would be exempt from tax on a net basis, distributions from a REIT (whether or not such REIT is a USRPHC), to the extent attributable to the REIT's disposition of interests in U.S. real property, are subject to tax on a net basis when received by the Fund and may be subject to the branch profits tax. Distributions from certain publicly traded REITs to non-U.S. shareholders owning 5% or less of the shares are subject to a 30% gross withholding tax on those distributions and are not subject to tax on a net basis.

an Intermediary) or register and agree to identify such account holders (as applicable), may be subject to the 30% withholding tax with respect to its share of any such payments attributable to actual and deemed U.S. investments of the Fund, and the Fund may take any action in relation to an investor's Shares or redemption proceeds to ensure that such withholding is economically borne by the relevant investor whose failure to provide the necessary information or comply with such requirements gave rise to the withholding, subject to applicable laws and regulations and provided that the Management Company acts in good faith and on reasonable grounds. Shareholders should consult their own tax advisors regarding the possible implications of these rules on their investments in the Fund.

Non-U.S. shareholders may also be required to make certain certifications to the Fund as to the beneficial ownership of the Shares and the non-U.S. status of such beneficial owner, in order to be exempt from U.S. information reporting and backup withholding on a redemption of Shares.

In General. It is possible that further inter-governmental agreements ("future IGAs") similar to the US IGA may be entered into with other third countries by the Luxembourg Government to introduce similar regimes for reporting to such third countries' fiscal authorities ("foreign fiscal authorities").

By investing (or continuing to invest) in the Fund, investors shall be deemed to acknowledge that:

- (i) the Fund (or its agent or an Intermediary) may be required to disclose to the Luxembourg MOF certain confidential information in relation to the investor, including, but not limited to, the investor's name, address, tax identification number (if any), social security number (if any) and certain information relating to the investor's investment;
- (ii) the Luxembourg MOF may provide information as outlined above with the Service, the Luxembourg Minister of Finance and other foreign fiscal authorities;
- (iii) the Fund (or its agent or an Intermediary) may disclose to the Service, the Luxembourg Minister of Finance and other foreign fiscal authorities certain confidential information when registering with such authorities and if such authorities contact the Fund (or its agent directly) with further enquiries;
- (iv) the Fund or an Intermediary may require the investor to provide additional information and/or documentation which the Fund or an Intermediary may be required to disclose to the Luxembourg MOF;
- (v) in the event an investor does not provide the requested information and/or documentation and/or has not itself complied with the applicable requirements, the Fund reserves the right to take any action and/or pursue all remedies at its disposal, including, without limitation, action to ensure that any withholding imposed in respect of such investor's Shares or redemption proceeds is economically borne by such investor and compulsory redemption of the investor concerned; and
- (vi) no investor affected by any such action or remedy shall have any claim against the Fund (or its agent) for any form of damages or liability as a result of actions taken or remedies pursued by or on behalf of the Fund in order to comply with FATCA, any of the US IGA or any future IGAs, or any of the relevant underlying legislation and regulations.

U.S. Withholding Tax. In general, under Section 881 of the IRC, a non-U.S. corporation which does not conduct a U.S. trade or business is nonetheless subject to tax at a flat rate of 30% (or lower tax treaty rate) on the gross amount of certain U.S. source income which is not effectively connected with a U.S. trade or business, generally payable through withholding. Income subject to such a flat tax rate is of a fixed or determinable annual or periodic nature, including dividends, certain "dividend equivalent payments" and certain interest income.

Certain types of income are specifically exempted from the 30% tax and thus withholding is not required on payments of such income to a non-U.S. corporation. The 30% tax does not apply to U.S. source capital gains (whether long or short-term) or to interest paid to a non-U.S. corporation on its deposits with U.S. banks. The 30% tax also does not apply to interest which qualifies as portfolio interest. The term "portfolio interest" generally includes interest (including original issue discount) on an obligation in registered form which has been issued after July 18, 1984 and with respect to which the person who would otherwise be required to deduct and withhold the 30% tax receives the required statement that the beneficial owner of the obligation is not a U.S. person within the meaning of the IRC. In addition, if any credit default swap is characterized as a contract of insurance or a guarantee, payments received under such credit default swap may be subject to an excise tax or a withholding tax.

Redemption of Shares. Gain realized by shareholders who are not U.S. persons within the meaning of the IRC ("non-U.S. shareholders") upon the sale, exchange or redemption of Shares held as a capital asset should generally not be subject to U.S. federal income tax provided that the gain is not effectively connected with the conduct of a trade or business in the U.S. However, in the case of nonresident alien individuals, such gain will be subject to the 30% (or lower tax treaty rate) U.S. tax if (i) such person is present in the U.S. for 183 days or more during the taxable year (on a calendar year basis unless the nonresident alien individual has previously established a different taxable year) and (ii) such gain is derived from U.S. sources.

Generally, the source of gain upon the sale, exchange or redemption of Shares is determined by the place of residence of the shareholder. For purposes of determining the source of gain, the IRC defines residency in a manner that may result in an individual who is otherwise a nonresident alien with respect to the U.S. being treated as a U.S. resident only for purposes of determining the source of income. Each potential individual shareholder who anticipates being present in the U.S. for 183 days or more (in any taxable year) should consult his tax advisor with respect to the possible application of this rule.

Gain realized by a non-U.S. shareholder engaged in the conduct of a U.S. trade or business will be subject to U.S. federal income tax upon the sale, exchange or redemption of Shares if such gain is effectively connected with its U.S. trade or business.

Estate and Gift Taxes. Individual holders of Shares who are neither present nor former U.S. citizens or U.S. residents (as determined for U.S. estate and gift tax purposes) are not subject to U.S. estate and gift taxes with respect to their ownership of such Shares.

Claims of U.S. Treaty Benefits by Certain Investors in Fiscally Transparent Share Classes. The Fund is generally subject to U.S. withholding tax on U.S. source dividends paid to

the Fund at the standard statutory rate of 30 percent. A lower rate is possible under certain circumstances, however.

Residents of countries that have a double taxation treaty with the United States are generally entitled to rates of withholding on U.S. source dividends that are lower than the standard 30 percent rate provided by U.S. law. When such a person invests in a non-U.S. investment vehicle, that person may be able to claim a reduced withholding rate on U.S. source income paid to the investment vehicle, provided that three conditions are met:

- a) The investment vehicle is treated as fiscally transparent by the country in which the investor is a tax resident;
- b) The investor is not itself treated as fiscally transparent by the country in which the investor is a tax resident; and
- c) The investor's country of tax residence and the U.S. take a similar approach to fiscal transparency.

Under these provisions, a non-U.S. investment vehicle is generally treated as fiscally transparent with respect to an item of income to the extent that the country in which the investor is a tax resident requires the investor to separately take into account, on a current basis, its respective share of an item of income paid to the investment vehicle, whether or not the item of income is distributed to the investor by the investment vehicle, and provided the character and source of the item of income in the hands of the investor are determined as if such item were realized directly from the source from which it was realized by the investment vehicle.

However, a non-U.S. investment vehicle will not be treated as fiscally transparent for this purpose if the investor is required to include in gross income a share of all or part of the entity's income on a current basis under any type of anti-deferral regime or comparable mechanism.

The Fund has obtained rulings from the taxing authorities or opinions of counsel concerning the laws of the United Kingdom, Ireland, and the Netherlands confirming the fiscal transparency of the Fund under the income tax laws of those countries. Therefore, an investor in one of the above-named classes that is not itself treated as fiscally transparent by one of the foregoing countries in which it is a tax resident and that satisfies certain documentation requirements may be able to claim a reduced (or in some cases, zero) rate of U.S. tax withholding with respect to a U.S. source item of income under the relevant treaty as if the item of income in-question were realized directly from the source from which it is realized by the Fund. A non-U.S. investor who claims such a benefit under the relevant double-taxation treaty also may be required to disclose that it has done so on Form 8833 filed with the U.S. tax authorities. **Persons who are considering an investment in the above-referenced fiscally transparent share classes should consult a U.S. tax advisor.**

United Kingdom Taxation. The following general summary of the anticipated tax treatment in the United Kingdom applies only to United Kingdom resident and (in the case of individuals) domiciled Shareholders.

The Fund. The managers of the Management Company intend to conduct the affairs of the Fund in such a manner as to minimise, so far as they consider reasonably practicable, taxation suffered by the Fund. This will include conducting the affairs of the Fund so that it does not become resident in the United Kingdom for taxation purposes. Accordingly, and provided that the Fund does not carry on a trade in the United Kingdom (whether or not through a permanent establishment situated therein), the Fund will not be subject to United

Kingdom income tax or corporation tax other than United Kingdom income tax on United Kingdom source income.

Shareholders. Since: (i) the Fund provides arrangements for separate pooling of the subscription proceeds from the Shareholders in the Fund and the profits or income out of which payments are made to the Shareholders in the Fund and (ii) the Shareholders are entitled to exchange rights in one Portfolio for rights in another Portfolio, the Fund is an umbrella fund for United Kingdom tax purposes. In addition, each Portfolio within the Fund consists of different classes of Shares. The United Kingdom offshore funds rules therefore apply in relation to each separate class of Shares as if each such class of Shares formed a separate offshore fund for United Kingdom tax purposes.

As each class of Shares comprises an offshore fund for the purposes of United Kingdom taxation, if certification as a distributing fund is not obtained in respect of a class of Shares throughout the period during which Shares of that class are held, gains arising on the disposal of Shares of that class (for example, by way of transfer or redemption including any exchange between classes of Shares) will comprise income for the purposes of United Kingdom taxation. Such certification is granted retrospectively on an annual basis.

Certification as a "distributing fund" will not be sought in respect of class of Shares of each of the Portfolios and accordingly any gain arising on a disposal of Shares of those classes will normally constitute income for all purposes of United Kingdom taxation. In computing such gains, amounts reinvested which have been subject to United Kingdom tax as income can be added to the cost of the Shares disposed of and, as a result, reduce any liability to taxation on disposal. Losses on disposals of Shares will be eligible for capital gains loss relief. Shareholders which are within the charge to corporation tax should note that such losses will not benefit from the indexation of costs.

As regards Shareholders within the charge to United Kingdom corporation tax, under the rules for the taxation of corporate and government debt contained in the Finance Act 1996, if any class of Shares in which such a Shareholder has invested has more than 60 per cent. by market value of its investments in debt securities, money placed at interest (other than cash awaiting investment), building society shares or holdings in unit trusts or other offshore funds with, broadly, more than 60 per cent. of their investments similarly invested, such Shareholders will be subject to tax as income on all profits and gains arising from and fluctuations in the value (calculated at the end of each accounting period of the Shareholder and at the date of disposal of the interest) of the Shares, in accordance with fair value accounting. These rules will apply to such investors if the 60 per cent. limit is exceeded at any time during the investor's accounting period, even if it was not holding Shares of that class at that time.

Special rules apply to insurance companies and investment trusts, authorised unit trusts and open ended investment companies in the United Kingdom.

According to their personal circumstances Shareholders resident in the United Kingdom for tax purposes will be liable to income tax or corporation tax in respect of dividend or other income distributions of the Fund (whether or not reinvested). To the extent that payments of distributions or redemption proceeds made by a Luxembourg paying agent have been subject to withholding tax in Luxembourg pursuant to the law, Shareholders resident in the United Kingdom should obtain credit for or repayment of such withholding tax, depending on their circumstances.

The attention of individuals ordinarily resident in the United Kingdom is drawn to the provisions of Sections 739 to 745 of the Income and Corporation Taxes Act 1988 (the "Taxes Act"). These provisions are aimed at preventing the avoidance of income tax by individuals through transactions resulting in the transfer of assets or income to persons (including companies) resident or domiciled abroad and may render them liable to taxation in respect of undistributed income and profits of the Fund on an annual basis.

The Taxes Act also contains provisions which subject certain United Kingdom resident companies to corporation tax on profits of companies not so resident in which they have an interest. The provisions affect United Kingdom resident companies which are deemed to be interested in at least 25% of the profits of a non-resident company which is controlled by residents of the United Kingdom and which does not distribute substantially all of its income and is resident in a low tax jurisdiction. Although it is anticipated that some classes of Shares in the Fund will distribute substantially all of the income attributable to them, other classes of Shares will not, so this legislation may be relevant. The legislation is not directed towards the taxation of capital gains.

It is intended that the shareholdings in the Fund will ultimately be such as to ensure that the Fund would not be a close company if resident in the United Kingdom. If, however, the Fund were to be such that it would be close if resident in the United Kingdom (which might be the case, especially in its first accounting year), gains accruing to it may be apportioned to certain United Kingdom resident Shareholders who may thereby become chargeable to capital gains tax or corporation tax on chargeable gains on the gains apportioned to them.

Clearance has been obtained from the Board of H.M. Revenue & Customs that the provisions of Section 703 of the Taxes Act (cancellation of tax advantages from certain transactions in securities) should not apply to the issue of the Shares or to their subsequent disposal or redemption.

Other Fiscal Transparency Issues

In addition, certain countries treat investors in the Fund as if they had directly purchased a pro rata interest in the assets of the Fund. Accordingly, a non-U.S. investor may be required to take into account its proportionate share of the Fund's income currently for income tax purposes in its country of tax residence regardless of whether the Fund makes any distributions or redemptions. An investor should consult with its own tax advisor prior to investing in the Fund to determine if it is required to do so. The Fund, the Management Company, and the Custodian do not intend to provide investors with investment reports more extensive than currently provided. An investor should consult with its own tax advisor prior to investing in the Fund to ensure that the investor is able to comply with tax laws in its country of tax residence.

Indemnifications

The Management Company has, in general, agreed to indemnify, out of the assets of each portfolio, each service provider to the portfolio for any loss, liability or other expense (including reasonable attorneys' fees) incurred by such service provider in connection with the performance of its services in good faith to the portfolio.

Listing

At least one issued share class of each portfolio of the Fund will be listed on the Luxembourg Stock Exchange. It is unlikely that a trading market for the Shares will develop or continue.

Portfolio Holdings

For certain portfolios, the Management Company publishes a complete schedule of the portfolio holdings monthly on www.abglobal.com. This posted information generally remains

accessible on the website for three months. In addition, the Management Company may post information concerning the number of securities a portfolio holds, a summary of the portfolio ten largest holdings (including name and the percentage of the portfolio's assets invested in each holding), and a percentage breakdown of the portfolio's investments by country, sector and industry, as applicable. Monthly portfolio holdings information is generally posted between 30 and 90 days after the end of that month.

Auditors and Fiscal Year

The auditor of the Management Company is PricewaterhouseCoopers, 400, Route d'Esch, B.P. 1443, L-1014 Luxembourg.

The Management Company has appointed Ernst & Young S.A., Independent Public Accountants, 7 Parc d'Activité Syrdall, L-5365 Munsbach, Luxembourg, as independent auditor of the Fund. Ernst & Young will, with respect to the assets of the Fund, carry out the duties prescribed by the Law of 2010.

The Fund's financial year ends 31 August.

Duration of the Fund, Liquidation, Amalgamation

The Fund and the various portfolios have been established for an indefinite period. Shareholders, their heirs and any other beneficiaries may not demand the dissolution or division of the Fund or of a portfolio. A portfolio may be dissolved by the Management Company at any time. Any notice of dissolution will be published in the *Mémorial* and in at least two newspapers with appropriate distribution, at least one of which must be a Luxembourg newspaper, to be determined jointly by the Management Company and the Custodian. No Shares of such portfolio may be issued after the date of such decision of the Management Company. The Fund will be dissolved when the last portfolio is dissolved. In the event of the liquidation of the last portfolio, the Management Company will realize the assets of that portfolio in the best interest of the Shareholders, and the Custodian will distribute the net liquidation proceeds corresponding to each class of Shares of that portfolio, after deduction of liquidation charges and expenses, to the holders of Shares of each class in the proportion of the respective rights of each class, all in accordance with the directions of the Management Company. Liquidation proceeds which cannot be distributed to the persons entitled thereto at the close of liquidation will be deposited with the *Caisse de Consignation* in Luxembourg until the applicable prescription period shall have elapsed.

If the Management Company decides to dissolve any portfolio without terminating the Fund, it will refund to the Shareholders of each class of such portfolio the full Net Asset Value of the Shares within each class of such portfolio. Such action will be publicized by the Management Company and the proceeds of the refund which can not be distributed to the persons entitled thereto will be deposited with the *Caisse de Consignation* in Luxembourg within nine months following the decision of the Board of Managers of the Management Company to dissolve the relevant portfolio. By decision of the Management Company, two or more portfolios may be amalgamated and the corresponding class of Shares converted into Shares of the corresponding class of another portfolio. The rights of the different Share classes will in such event be determined in the proportion of the respective Net Asset Values. Notice of such an amalgamation will be given at least one month prior thereto in order to allow investors to request redemption of their Shares without cost if they do not wish to participate in the portfolio so established.

Governing Language

English will be the governing language of the Management Regulations, *provided, however*, that the Management Company and the Custodian may, on behalf of themselves and the Fund, consider as binding the translation into languages of the countries in which the Shares are offered and sold with respect to Shares of the Fund sold to investors in such countries.

Applicable Law and Jurisdiction

The Management Regulations are governed by the laws of the Grand Duchy of Luxembourg and any dispute arising among the shareholders, the Management Company and the Custodian will be subject to the jurisdiction of the District Court of Luxembourg. Notwithstanding the foregoing, the Management Company and the Custodian may subject themselves and the Fund to the jurisdiction of the courts of the countries in which the Shares of the Fund are offered and sold with respect to claims by investors resident in such countries, and with respect to matters relating to subscriptions and repurchases of such Shares by Shareholders resident in such countries, to the laws of

such countries. The claims of the Shareholders against the Management Company or the Custodian will lapse five years after the date of the event which gave rise to such claims.

Documents Available for Inspection

The following documents are available for inspection during normal business hours at the office of the Management Company: (1) the Management Regulations; (2) the Custodian Agreement; (3) the Administration Agreement; (4) the Investment Management Agreement relating to each portfolio; (5) the Articles of the Management Company; (6) the Distribution Agreement relating to each portfolio; (7) the latest semi-annual and annual reports relating to the Fund and, if available, each portfolio; (8) the Prospectus of the Fund; and (9) KIIDs of the Fund. Copies of the Fund's Prospectus, Management Regulations, latest annual report and, if issued thereafter, the latest semi-annual report, as well as copies of the KIIDs of the Fund, may be obtained at the offices of the Management Company and the Distributor without cost.

Local Information

To the extent a portfolio is registered in any of the indicated jurisdictions, the following additional disclosure shall apply.

Austria

UniCredit Bank Austria AG, Schottengasse 6-8, 1010 Wien, is the paying and information agent in Austria (in the following "Austrian Paying and Information Agent").

Applications for redemptions or conversions of shares may also be submitted to the Austrian Paying and Information Agent. Upon request redemption payments, dividend payments or other payments to Austrian shareholders may also be effected through the Austrian Paying and Information Agent.

The Prospectus, the KIIDs of the Fund, the Management Regulations, the audited annual accounts, the semi-annual accounts as well as the issuance and redemption prices are available in Austria free of charge at the Austrian Paying and Information Agent. All other information as mentioned in "Additional Information–Documents Available for Inspection" in Section II is also available for inspection at the Austrian Paying and Information Agent.

The following portfolios are not offered for public distribution in Austria:

- **Asia Pacific Ex-Japan Equity Portfolio (formerly named Pacific Ex-Japan Equity Portfolio);**
- **Global Bond II Portfolio.**

Denmark

The Danish representative of the Fund is Nordea Bank Danmark A/S having its offices at Strandgade 3, DK-0900 Copenhagen C, Denmark acting on behalf of the Fund in respect of marketing to retail investors in Denmark, and registered with the Danish Financial Supervisory Authority with company registration number 13522197.

At the request of any retail investor, the Danish representative shall assist such retail investor with respect to (i) redemption, payment of dividends and conversion of units/shares etc. and (ii) making contact to the Fund. Furthermore, the Danish representative shall deliver any documents which the Fund makes public in its home country and provide information about the Fund at the request of any retail investor.

Enquiries made by any retail investor to the Danish representative have the same legal effect as if such enquiries were made to the Fund.

Finland

The local representative of the Fund in Finland is SEB Gyllenberg Asset Management Oy, Unioninkatu 30, 00100 Helsinki, Finland. The Prospectus, KIIDs of the Fund, the Management Regulations and other investor information may be obtained free of charge from the local representative. The Fund has been notified in Finland for the Finnish Financial Supervision Authority. The Net Asset Value of the Shares is published at www.abglobal.com.

France

BNP Paribas Securities Services, 3, rue d'Antin – 75002 Paris, France, is the local financial and centralizing correspondent. The Fund's Prospectus, the KIIDs of the Fund, the Management Regulations and annual and semi-annual reports may be obtained at the correspondent's office.

Germany

No notification pursuant to Sect. 310 of the German Investment Code (*Kapitalanlagegesetzbuch*) has been filed for the following

portfolios and the shares in these portfolios may not be marketed to investors in the Federal Republic of Germany:

- **Asia Pacific Ex-Japan Equity Portfolio (formerly named Pacific Ex-Japan Equity Portfolio);**
- **Global Bond II Portfolio.**

BHF-BANK Aktiengesellschaft, Bockenheimer Landstraße 10, 60323 Frankfurt am Main, Germany, acts as Paying and Information Agent (the "German Paying and Information Agent") of the Fund in the Federal Republic of Germany.

Requests for the redemption and conversion of the Shares of the Fund, which may be publicly distributed in the Federal Republic of Germany, may be submitted to the German Paying and Information Agent. Any payments to Shareholders, including redemption proceeds, distributions (if any) and other payments, may, upon the Shareholder's request, be paid through the German Paying and Information Agent.

The Prospectus as well as the KIIDs of the Fund, the Management Regulations, the annual and semi-annual reports - each in paper form - as well as the Net Asset Value per Share, the issue and redemption prices and any conversion prices as well as any notices to the Shareholders are available free of charge at the office of the German Paying and Information Agent.

All other information listed in the above section "General Information – Meetings and Reports to Shareholders" are also available free of charge at the office of the German Paying and Information Agent. In addition, the documents listed in the above section "Additional Information - Documents available for Inspection" are available to the Shareholders for inspection at the office of the German Paying and Information Agent free of charge.

In the Federal Republic of Germany, the issue and redemption prices will be published at www.abglobal.com. Any notices to the Shareholders will be sent to the registered Shareholders by letter mail. In the following events, an additional notice will be published on www.abglobal.com: suspension of redemptions, termination of the management or liquidation of the Fund or a Portfolio, changes of the Management Regulations which change the investment policy, fundamentally affect investor rights or change the fees and costs charged to the Fund, merger of a Portfolio or transformation of a Portfolio into a feeder fund.

Special risks resulting from tax documentation requirements in Germany: The Management Company intends to publish the taxation basis for Germany in accordance with the German Investment Tax Act (Investmentsteuergesetz, "InvStG"). The Management Company is required to provide documentation to the German fiscal authorities upon request in order to verify the accuracy of the information on the taxation basis published. The basis upon which such figures are calculated is subject to interpretation and it cannot be guaranteed that the German fiscal authorities will accept the calculation methodology of the Management Company in every material aspect. If mistakes made in the past are identified, correction of such mistakes will generally not be effected retroactively but will only be taken into account in the publication for the current financial year. The correction may positively or negatively affect the Shareholders who receive a distribution or an attribution of deemed income distributions in the current financial year.

Hong Kong

The Hong Kong Representative of the Fund is AllianceBernstein Hong Kong Limited of Suite 3401, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong. The Hong Kong Representative is authorized to receive requests from Hong Kong investors (including Shareholders) for subscription for Shares and receive requests from Shareholders in Hong Kong for redemption of Shares. The Hong Kong Representative will forward such requests to the Transfer Agent upon receipt. The Hong Kong Representative has, however, no authority to agree, on behalf of the Fund, that requests will be accepted. The Hong Kong Representative and the Fund cannot, in absence of negligence, accept responsibility for any failure by the Hong Kong Representative to forward any application, exchange or redemption instruction of the Fund or for any delay in doing so.

Italy

BNP Paribas Securities Services SA, Milan Branch, with offices at Via Ansperto 5, Milan and Allfunds Bank, S.A., Milan branch, with offices at Via Santa Margherita 7, Milan and Société Générale Securities Services S.p.A., with offices at Via Benigno Crespi 19A, Milan, are the paying agents for the Fund in Italy. The Fund's Prospectus, the KIIDs of the Fund, and the documents indicated therein may be obtained at the paying agents' and the placement agents' premises.

The paying agents in Italy may charge a commission in respect of each request for subscription, exchange or redemption of shares.

Netherlands

Fastnet Netherlands N.V., De Ruyterkade 6, 1013 AA Amsterdam, P.O. Box 192, 1000 AD Amsterdam, is the local representative, or information agent, in the Netherlands. The Prospectus, the KIIDs of the Fund and the Management Regulations of the Fund may be obtained free of charge at the office of the information agent. Further shareholder information, if any, is available for inspection at the information agent's office. Changes in the conditions of the Fund and the Portfolio will be notified to Dutch investors through a publication in a Dutch national newspaper. The Fund has been registered by the Authority for the Financial Markets in the Netherlands.

Singapore

Copies of the Fund's Prospectus, Management Regulations and the latest annual and semi-annual reports are available for inspection, free of charge, at 30 Cecil Street, #28-01 Prudential Tower, Singapore 049712, the registered office of the Singapore Representative, AllianceBernstein (Singapore) Ltd., during normal Singapore business hours.

Spain

The Fund's Prospectus, the Management Regulations, the KIIDs of the Fund, the marketing memorandum, the annual report and semi-annual report may be obtained free from Allfunds Bank, S.A. at calle Nuria no. 57, Colonia Mirasierra, 28034 Madrid or the relevant

sub-distributor at its registered office. Changes in the conditions of the Fund and the portfolios will be notified to Spanish investors.

Switzerland

The representative and paying agent of the Fund in Switzerland is BNP Paribas Securities Services, Paris, succursale de Zürich, Selnaustrasse 16, 8002 Zürich Switzerland.

The Prospectus, KIIDs of the Fund, Management Regulations and the annual and semi-annual reports of the Fund may be requested without cost at the offices of the Swiss representative.

The Fund's publications in Switzerland are made on www.fundinfo.com. The issue and redemption prices of the Shares of all of the portfolios of the Fund, respectively the Net Asset Value per Share (with the mention "excluding commissions"), are published jointly and on a daily basis on www.fundinfo.com.

As regards the distribution in Switzerland, the Management Company may pay reimbursements to the following qualified investors, who from a commercial perspective are holding units/shares of collective investment schemes for third parties:

- life insurance companies,
- pension funds and other retirement provisions institutions,
- investment foundations,
- Swiss fund management companies,
- foreign fund management companies and providers,
- investment companies.

As regards the distribution in Switzerland, the Management Company may pay distribution remunerations to the following distributors and sales partners:

- distributors subject to the duty to obtain authorization pursuant to Art. 13 and 19 Collective Investment Schemes Act ("CISA");
- distributors exempt from the duty to obtain authorization pursuant to Art. 13.3 CISA and Art. 8 Collective Investment Schemes Ordinance ("CISO");
- sales partners who place units/shares of collective investment schemes exclusively with institutional investors with professional treasury facilities;
- sales partners who place the units/shares of collective investment schemes exclusively on the basis of a written asset management mandate.

Both the place of performance and the place of jurisdiction for any litigation in relation to the distribution of Shares in Switzerland are at the registered office of BNP Paribas Securities Services, Paris, succursale de Zürich.

Appendix A: Investment Restrictions

Investment Restrictions

The following restrictions apply individually to each portfolio of the Fund and not in aggregate to the Fund as a whole, unless specifically so stated. The Management Regulations place the following restrictions on the Management Company:

- (1) The Fund may not borrow money except from banks on a temporary basis, which includes for purposes of redeeming Shares, and only if the aggregate of the amount borrowed would not exceed 10% of the value of the total net assets of the portfolio concerned, provided, however, that this restriction shall not prevent the Fund from acquiring foreign currencies by means of a back to back loan;
- (2) The Fund may not mortgage, pledge, hypothecate or in any manner transfer, as security for indebtedness, any securities owned or held by the Fund except as may be necessary in connection with (i) borrowings mentioned in (1) above, and then such mortgaging, pledging or hypothecating may not exceed 10% of the total net assets of the portfolio concerned, and/or (ii) margin requirements which the Fund may have with respect to its transactions in forward or futures contracts or in options, and/or (iii) swap transactions;
- (3) Without prejudice to other provisions contained herein, the Fund may not grant loans to or act as a guarantor on behalf of third parties;
- (4) (i) The Fund may not invest in the transferable securities or money market instruments of any single issuer if more than 10% of the total net assets of the portfolio concerned would consist of the transferable securities or money market instruments of such issuer. The Fund may not invest more than 20% of its assets in deposits made with the same body. The total value of the transferable securities and the money market instruments held by the Fund in issuers in which it invests more than 5% of the total net assets of a portfolio may not exceed, at the time of any investment, 40% of the total net assets of such portfolio provided, this limitation does not apply to deposits made with financial institutions subject to prudential supervision. This limitation does not apply to deposits and OTC derivative transactions made with financial institutions subject to prudential supervision.

Notwithstanding the individual limits laid down in paragraph (1), the Fund may not combine:
 - investments in transferable securities or money market instruments issued by, and/or
 - deposits made with,
 - exposures arising from OTC derivative transactions undertaken with,
 a single body in excess of 20% of the net assets of a portfolio.
- (ii) The above limit of 10% shall be 35% in respect of the transferable securities or the money market instruments issued or guaranteed by any Member State of the EU or any local authority thereof, or public international bodies of which one or more Member States of the EU are members or any other non Member State;
- (iii) The above limit of 10% shall be 25% in respect of certain authorized bonds when these are issued by a credit institution which has its registered office in a Member State and is subject by law to special public supervision designed to protect bondholders. In particular, sums deriving from the issue of

these bonds must be invested in conformity with the law in assets which, during the whole period of validity of the bonds, are capable of covering claims attaching to the bonds and which, in the event of failure of the issuer, would be used on a priority basis for the reimbursement of the principal and payment of the accrued interest.

When the Fund may invest more than 5% of the assets of a portfolio in the bonds referred to above and issued by one issuer, the total value of these investments may not exceed 80% of the value of the assets of the portfolio concerned.

- (iv) The transferable securities and the money market instruments referred to in items (ii) and (iii) shall not be included in applying the limit of 40% set out in this paragraph; and
- (v) **Notwithstanding the foregoing, the Fund may invest up to 100% of the assets of any portfolio in different transferable securities or money market instruments issued or guaranteed by any Member State of the EU, its local authorities, or public international bodies of which one or more of such Member States are members, or by any Member State of the OECD, provided that the Fund holds within such portfolio transferable securities or money market instruments from at least six different issues, and transferable securities or money market instruments from any one issue shall not account for more than 30% of the net assets of such portfolio.**

The limits provided for in paragraphs (i), (ii) and (iii) may not be combined, and thus investments in transferable securities or money market instruments issued by the same body or in deposits made with this body carried out in accordance with paragraphs (i), (ii) and (iii) shall under no circumstances exceed in total 35% of the net assets of a portfolio.

Issuers which are included in the same group for the purposes of consolidated accounts, as defined in accordance with Directive 83/349/EEC¹ or in accordance with recognized international accounting rules, are regarded as a single body for the purpose of calculating the limits contained therein.

The Fund may invest concurrently in transferable securities and money market instruments of issuers within the same group up to a limit of 20% of the net assets of the portfolio concerned.

- (4bis) (i) Without prejudice to the limits set forth in investment restriction (6) the limits laid down in investment restriction (4) may be raised to a maximum of 20% for investment in shares and/or debt securities issued by the same body when the aim of the portfolio's investment policy as described in this Prospectus is to replicate the composition of a certain stock or debt securities index which is recognized by the Luxembourg *Commission de Surveillance du Secteur Financier* (the "CSSF") on the following basis:
 - the composition of the index is sufficiently diversified,

¹ Seventh Council Directive 83/349/EEC of 13 June 1983 based on the Article 54(3)(g) of the Treaty on consolidated accounts (OJ L 193, 18.7.1983, p. 1). Directive as last amended by the 1994 Act of Accession.

- the index represents an adequate benchmark for the market to which it refers,
 - it is published in an appropriate manner.
- (ii) The limit laid down in item (i) may be raised to a maximum of 35% where that proves to be justified by exceptional market conditions in particular in regulated markets where certain transferable securities or money market instruments are highly dominant. The investment up to this limit is only permitted for one single issuer.
- (5) The Fund may not on behalf of a portfolio invest more than 10% of its assets in transferable securities and money market instruments other than:
- (a) transferable securities and money market instruments admitted to or dealt in on a regulated market;
 - (b) transferable securities and money market instruments dealt in on another market in a Member State of the EU which is regulated, operates regularly and is recognized and open to the public;
 - (c) transferable securities and money market instruments admitted to official listing on a stock exchange in a non-Member State of the EU or dealt in on another market in a non-Member State of the EU which is regulated, operates regularly and is recognized and open to the public provided that the choice of the stock exchange or market has been provided for in the constitutional documents of the UCITS;
 - (d) recently issued transferable securities and money market instruments, provided that:
 - the terms of issue include an undertaking that application will be made for admission to official listing on a stock exchange or on another regulated market which operates regularly and is recognized and open to the public, provided that the choice of the stock exchange or the market has been provided for in the constitutional documents of the UCITS;
 - such admission is secured within one year of issue;
 - (e) Money market instruments other than those dealt in on a regulated market and which fall under Article 1 of the Law of 2010, if the issue or the issuer of such instruments are themselves regulated for the purpose of protecting investors and savings, and provided that such instruments are:
 - issued or guaranteed by a central, regional or local authority or by a central bank of a Member State, the European Central Bank, the EU or the European Investment Bank, a non-Member State or, in case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more Member States belong, or
 - issued by an undertaking any securities of which are dealt in on regulated markets referred to in subparagraphs (a), (b) or (c) above, or
 - issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by Community law, or by an establishment which is subject to and complies with prudential rules considered by the CSSF to be at least as stringent as those laid down by Community law; or
 - issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or the third indent and provided that the issuer is a company whose capital and reserves amount to at least ten million euro (10,000,000 euro) and which presents and publishes its annual accounts in accordance with Directive 78/660/EEC, is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitization vehicles which benefit from a banking liquidity line.
- (6) (i) The Fund may not purchase securities of any issuer if, upon such purchase, the Fund owns more than 10% of any class of the securities of such issuer, or if, as a result of such purchase, the Management Company may exercise a significant influence over the management of the issuer.
- (ii) Moreover, the Fund may acquire no more than:
- 10% of the debt securities of the same issuer
 - 25% of the units of any single collective investment undertaking except in connection with a merger or amalgamation
 - 10% of the money market instruments of any single issuing body
- The limits laid down in the indents above may be disregarded at the time of acquisition if at that time the gross amount of such money market instruments or debt securities, or the net amount of the securities in issue, cannot be calculated.
- (iii) The limits set forth in items (i) and (ii) shall not apply to (i) transferable securities or money market instruments issued or guaranteed by any Member State of the EU or any local authority thereof, or issued by public international bodies of which one or more Member States of the EU are members or issued or guaranteed by any member state of the OECD, or (ii) shares held by the Fund in the capital of a company incorporated in a State which is not a Member State of the EU investing its assets mainly in the securities of issuing bodies having their registered offices in that State, where under the legislation of that State such a holding represents the only way in which the Fund can invest in the securities of issuing bodies of that State, if that company, in its investment policy, complies with the limits laid down in Articles 43 and 46 and in paragraphs (1) and (2) of Article 48 of the Law of 2010. (iii) shares held by an investment company or investment companies in the capital of subsidiary companies carrying on only the business of management, advice or marketing in the country where the subsidiary is located, in regard to the repurchase of units at unitholders' request exclusively on its or their behalf.
- (7) The Fund may not underwrite or subunderwrite securities of other issuers except to the extent that, in connection with the disposition of portfolio securities, the Fund may be deemed to be an underwriter under applicable securities laws;
- (8) The Fund may not purchase securities of other undertakings for collective investment of the open-ended type, except in compliance with the following
- it may invest in collective investment undertakings qualifying as undertakings for collective investment in transferable securities authorized according to Directive 2009/65/EC and/or undertakings for collective investments within the meaning of the first and second indent of Article 1 (2) of the Directive 2009/65/EC whether they are situated in a EU Member State or not provided that:

- such undertakings for collective investment must be authorized under laws which provide that they are subject to supervision considered to be equivalent to that laid down in Community law, and that cooperation between authorities is sufficiently ensured,
- the level of protection for unitholders in these undertakings for collective investment must be equivalent to that provided for unitholders in an undertaking for collective investment in transferable securities registered in a EU Member State, and in particular that the rules on assets segregation, borrowing, lending, and uncovered sales of transferable securities and money market instruments are equivalent to the requirements of the Directive 2009/65/EC,
- the business of these undertakings for collective investment must be reported in half-yearly and annual reports to enable an assessment to be made of the assets and liabilities, income and operations over the reporting period,
- no more than 10% of the assets of such an undertaking for collective investments, whose acquisition is contemplated, may, according to their constitution documents, in aggregate be invested in units of other undertakings for collective investment, and/or

provided that it may not invest more than 10% of the net assets of a portfolio in units or shares of undertakings for collective investment as mentioned above;

When the Fund invests in units of other undertakings for collective investment in transferable securities and/or other undertakings for collective investment that are managed, directly or by delegation, by the Management Company or by any other company with which the Management Company is linked by common management or control, or by a substantial direct or indirect holding, the Management Company or other company may not charge subscription or redemption fees in connection with an acquisition or disposal of the units of such other undertakings for collective investment.

- (9) The Fund may not trade in options on securities or money market instruments unless the following limitations are observed:
- (i) individual purchases of call and put options and the writing of call options shall be limited so that upon exercise thereof none of the preceding restrictions would be infringed;
 - (ii) put options may be written by the Fund provided adequate liquid assets are set aside until the expiry of said put options to cover the aggregate exercise price of the securities to be acquired by the Fund pursuant thereto;
 - (iii) call options will only be written if such writing does not result in a short position; in such event the Fund will maintain within the relevant portfolio the underlying securities until the expiry date of the relevant call options granted by the Fund, except that the Fund may dispose of said securities in declining markets under the following circumstances:
 - (a) the market must be sufficiently liquid to enable the Fund to cover its position at any time;
 - (b) the aggregate of the exercise prices payable under such options written shall not exceed 25% of the net assets of each portfolio concerned; and
 - (c) no option will be purchased or sold unless it is quoted on a stock exchange or dealt in on a regulated market and provided, immediately after its acquisition, the aggregate of the acquisition prices of all options held by the Fund (in

terms of premiums paid) does not exceed 15% of the net assets of each portfolio concerned;

- (10) The Fund may for the purpose of hedging currency risks hold forward currency contracts or currency futures or acquire currency options for amounts not exceeding, respectively, the aggregate value of securities and other assets held within each portfolio concerned denominated in a particular currency, provided, however, that the Fund may also purchase the currency concerned through a cross transaction (entered into through the same counterparty), or, within the same limits, enter into currency swaps, should the cost thereof be more advantageous to the Fund. Contracts on currencies must either be quoted on a stock exchange or dealt in on a regulated market except that the Fund may enter into currency forward contracts or swap arrangements with highly rated financial institutions;
- (11) The Fund may not trade in index options except that

- for the purpose of hedging the risk of the fluctuation of the value of the securities within a portfolio, the Fund may, on behalf of such portfolio, sell call options on stock indices or acquire put options on stock indices. In such event the value of the underlying securities included in the relevant stock index options shall not exceed, together with outstanding commitments in financial futures contracts entered into for the same purpose, the aggregate value of the portion of the assets of the portfolio concerned to be hedged; and
- for the purpose of the efficient management of its securities portfolio, the Fund may acquire call options on stock indices mainly in order to facilitate changes in the allocation of the assets of a portfolio between markets or in anticipation of or in a significant market sector advance, provided the value of the underlying securities included in the relevant stock index options is covered within such portfolio by uncommitted cash reserves, short dated debt securities and instruments or securities to be disposed of at predetermined prices;

Such options on stock index futures must either be listed on an exchange or dealt in on a regulated market, except that the Fund may purchase or sell OTC options on financial instruments, if such transactions are more advantageous to the Fund or if quoted options having the required features are not available, provided such transactions are made with highly rated counterparties specializing in these types of transactions. Further, the aggregate acquisition cost (in terms of premiums paid) of all options on securities and such options on interest rate futures and other financial instruments purchased by the Fund for purposes other than hedging, shall not exceed 15% of the net assets of each of the portfolios concerned;

- (12) The Fund may not enter into interest rate futures contracts, trade in options on interest rates or enter into interest rate swap transactions except that
- for the purpose of hedging the risk of fluctuations of the value of the assets of a portfolio, the Fund may sell interest rate futures or write call options or purchase put options on interest rates or enter into interest rate swaps. Such contracts or options must be denominated in the currencies in which the assets of such portfolio are denominated, or in currencies which are likely to

fluctuate in a similar manner, and they must be listed on an exchange or dealt in on a regulated market, provided, however, that interest rate swap transactions may be entered into by private agreement with highly rated financial institutions; and

- for the purpose of efficient portfolio management, the Fund may enter into interest rate futures purchase contracts or acquire call options on interest rate futures, mainly in order to facilitate changes in the allocation of the assets of a portfolio between shorter or longer term markets, in anticipation of or in a significant market sector advance, or to give a longer term exposure to short term investments, provided, always, that sufficient uncommitted cash reserves, short dated debt securities or instruments or securities to be disposed of at predetermined value exist to match the underlying exposure of both such futures positions and the value of the underlying securities included in call options on interest rate futures acquired for the same purpose and for the same portfolio;

Such options on interest rate futures must either be listed on an exchange or dealt in on a regulated market, except that the Fund may purchase or sell OTC options on financial instruments, if such transactions are more advantageous to the Fund or if quoted options having the required features are not available, provided such transactions are made with highly rated counterparties specializing in these types of transactions. Further, the aggregate acquisition costs (in terms of premiums paid) of all options on securities and such options on interest rate futures and other financial instruments purchased by the Fund for purposes other than hedging, shall not exceed 15% of the net assets of each of the portfolios concerned;

- (13) The Fund may not trade in stock index futures except that

- for the purpose of hedging the risk of fluctuations of the value of the assets of a portfolio, the Fund may have outstanding commitments on behalf of such portfolio in respect of index futures sales contracts not exceeding the corresponding risk of fluctuation of the value of the corresponding portion of such assets; and
- for the purpose of efficient portfolio management, the Fund may enter into index futures purchase contracts, mainly in order to facilitate changes in the allocation of a portfolio's assets between markets or in anticipation of or in a significant market sector advance, provided that sufficient uncommitted cash reserves, short dated debt securities or instruments owned by the portfolio concerned or securities to be disposed of by such portfolio at a predetermined value exist to match the underlying exposure of both such futures positions and the value of the underlying securities included in call stock index options acquired for the same purpose;

provided, further, that all such index futures must either be listed on an exchange or dealt in on a regulated market;

- (14) The Fund may not lend portfolio investments except against receipt of adequate security either in the form of bank guarantees of highly rated financial institutions or in the form of a pledge of cash or securities issued by governments of member states of the OECD. No securities lending may be made, except through recognized clearing houses or highly rated financial institutions specializing in these types of transactions and for more than one half of the value of the securities of each portfolio and for periods exceeding 30 days;

- (15) The Fund may not purchase real estate, but the Fund may make investments in companies which invest in or own real estate;
- (16) The Fund may not enter into transactions involving commodities, commodity contracts or securities representing merchandise or rights to merchandise, and for purposes hereof commodities includes precious metals, except that the Fund may purchase and sell securities that are secured by commodities and securities of companies which invest or deal in commodities and may enter into derivative instruments transactions on commodity indices provided that such financial indices comply with the criteria laid down in Article 9 of the Grand-Ducal Regulation dated 8 February 2008 relating to certain definitions of the law of 20 December 2002 relating to undertakings for collective investments and in the CSSF Circular 08/339 dated 19 February 2008 regarding guidelines of the Committee of European Securities Regulators (CESR) concerning eligible assets for investment by UCITS; and
- (17) The Fund may not purchase any securities on margin (except that the Fund may obtain such short-term credit as may be necessary for the clearance of purchases and sales of portfolio securities) or make short sales of securities or maintain a short position, except that it may make initial and maintenance margin deposits in respect of futures and forward contracts (and options thereon).
- (18) The Fund must employ a risk-management process which enables it to monitor and measure at any time the risk of the positions and their contribution to the overall risk profile of each portfolio; it must employ a process for accurate and independent assessment of the value of OTC derivative instruments.

Under no circumstances shall these operations cause the Fund to diverge from its investment objectives as laid down in the description of the portfolio concerned as specified in the relevant portion of Section I hereof.

The Fund shall ensure that its global exposure relating to derivative instruments of each portfolio does not exceed the total net value of the relevant securities portfolio.

The exposure is calculated taking into account the current value of the underlying assets, the counterparty risk, future market movements and the time available to liquidate the positions. This shall also apply to the following subparagraphs.

The Fund also may invest in financial derivative instruments provided that the exposure to the underlying assets does not exceed in aggregate the investment limits laid down in investment restriction (4). When the Fund invests in index-based financial derivative instruments, these investments do not have to be combined to the limits laid down in investment restriction (4).

When a transferable security or money market instrument embeds a derivative, the latter must be taken into account when complying with the requirements of this investment restriction 18.

- (19) The Fund may invest in financial derivative instruments, including equivalent cash-settled instruments, dealt in on a regulated market, and/or financial derivative instruments dealt in over-the-counter ("OTC derivatives"), provided that:

- the underlying consists of securities covered by Article 41(1) of the Law of 2010, financial indices, interest rates, foreign exchange rates or currencies, in which the portfolios may invest according to their investment objective;
- the counterparties to OTC derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the Luxembourg supervisory authority;
- the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Fund's initiative.

If provided otherwise in Section I of this prospectus for any specific portfolio, the Fund may invest in financial derivative instruments.

To the extent a portfolio invests in financial derivative instruments, the investment policy of the relevant portfolio will describe the financial derivative instruments which will be used.

Note on Investment Restrictions. The Management Company need not comply with the investment limit percentages set forth above when exercising subscription rights attaching to transferable securities or money market instruments which form part of the assets of the Fund.

If, by reason of subsequent fluctuations in values of the Fund's assets or as a result of the exercise of subscription rights, the investment limit percentages above are infringed, priority will be given, when sales of securities are made, to correcting the situation, having due regard to the interests of Shareholders.

The Management Company may from time to time impose further investment restrictions as are compatible with or in the interest of the Shareholders, in order to comply with the laws and regulations of the countries where the Shares are sold.

If provided otherwise in Section I of this prospectus for any specific portfolio, the Fund may derogate from the above investment restrictions to the extent that it does not exceed any investment restriction laid down in the Directive 2009/65/EC.

Taiwan Investment Restrictions. For a portfolio registered with the Taiwan Securities and Futures Bureau, the following shall apply in addition to the Investment Restrictions set out in the Prospectus. The total value of the non-offset short position in derivatives shall not exceed the total market value of the relevant securities held by the portfolio and the total value of the non-offset long position in derivatives shall not exceed 40% of the Net Asset Value of such portfolio (determined in accordance with any applicable interpretations from the Taiwan Securities and Futures Commission).

In addition, the following restrictions shall apply to investments related to the People's Republic of China ("PRC"): a portfolio's direct investment in securities issued in the PRC's securities markets is limited to listed securities and the total amount of such investment is not permitted to exceed 10% of the Net Asset Value of such portfolio.

Restrictions on Investments in Russia. Currently, certain markets in Russia do not qualify as regulated markets under the Fund's investment restrictions, and, therefore, investments in securities dealt on such markets are subject to the 10% limit set forth in paragraph (5) above (however, exposure to Russia through other regulated markets is not subject to this restriction). As of the date of this Prospectus, the Russian Trading Stock Exchange and the Moscow Interbank Currency Exchange qualify as regulated markets under the Fund's investment restrictions.

Restrictions on Investments in Korea. For a Portfolio registered with the Korean Financial Services Commission, such Portfolio may invest no more than 40% of its net assets in Korean Won-denominated assets.

Controversial Weapons Policy. The Management Company arranges for the screening of companies globally for their corporate involvement in anti-personnel mines, cluster munitions and/or munitions made with depleted uranium. Where such corporate involvement has been verified, the Management Company's policy is not to permit investment in securities issued by such companies by the Fund.

Appendix B: Excessive and Short-Term Trading Policy and Procedures

Purchases and exchanges of Shares should be made for investment purposes only. The Management Company of the Fund does not permit market-timing or other excessive trading practices. Excessive, short-term trading practices may disrupt portfolio management strategies and harm Fund performance. The Management Company reserves the right to restrict, reject or cancel, without any prior notice, any purchase or exchange order for any reason, including any purchase or exchange order accepted by any Shareholder's financial intermediary. The Management Company will not be held liable for any loss resulting from rejected orders.

Surveillance procedures. The Management Company of the Fund has adopted policies and procedures designed to detect and deter frequent purchases and redemptions of Shares or excessive or short-term trading that may disadvantage long-term Shareholders. The Management Company, through its agents, maintains surveillance procedures to detect excessive or short-term trading in Shares. This surveillance process involves several factors, which include scrutinizing transactions in Shares that exceed certain monetary thresholds or numerical limits within a specified period of time. For purposes of these transaction surveillance procedures, the Management Company may consider trading activity in multiple accounts under common ownership, control, or influence. Trading activity identified by either, or a combination, of these factors, or as a result of any other information available at the time, will be evaluated to determine whether such activity might constitute excessive or short-term trading. Despite the efforts of the Management Company and its agents to detect excessive or short duration trading in Shares, there is no guarantee that the Management Company will be able to identify these Shareholders or curtail their trading practices.

Account Blocking Procedures. If the Management Company determines, in its sole discretion, that a particular transaction or pattern of transactions identified by the transaction surveillance procedures is excessive or short-term trading in nature, the relevant AB funds account(s) will be immediately "blocked" and no future

purchase or exchange activity will be permitted. However, redemptions will continue to be permitted in accordance with the terms of the Prospectus. A blocked account will generally remain blocked unless and until the account holder or the associated financial intermediary provides evidence or assurance acceptable to the Management Company that the account holder did not or will not in the future engage in excessive or short-term trading.

Application of Surveillance Procedures and Restrictions to Omnibus Accounts. Omnibus account arrangements are common forms of holding Shares, particularly among financial intermediaries. The Management Company seeks to apply its surveillance procedures to these omnibus account arrangements. The Management Company will monitor turnover of assets as a result of purchases and redemptions in the omnibus account. If excessive turnover, in the opinion of the Management Company or its agents, is detected, the Management Company will notify the intermediary and request that the financial intermediary review individual account transactions for excessive or short-term trading activity and take appropriate action to curtail the activity, which may include applying blocks to accounts to prohibit future purchases and exchanges of Shares. The Management Company will continue to monitor the turnover attributable to a financial intermediary's omnibus account arrangement and may consider whether to terminate the relationship if the financial intermediary does not demonstrate that appropriate action has been taken.

Limitations on Ability to Detect and Curtail Excessive Trading Practices. While the Management Company will try to prevent market timing by utilizing adopted procedures, these procedures may not be successful in identifying or stopping excessive or short-term trading. Shareholders seeking to engage in excessive short-term trading activities may deploy a variety of strategies to avoid detection and, despite the efforts of the Management Company and its agents to detect excessive or short duration trading in Shares, there is no guarantee that the Management Company will be able to identify these Shareholders or curtail their trading practices.

Appendix C: Financial Techniques and Instruments

The following provisions apply individually to each portfolio of the Fund that enters into the financial techniques and instruments described below.

Efficient Portfolio Management Techniques

Subject to the conditions and within the limits laid down in the Law of 2010 as well as any circulars issued by the CSSF from time to time, and in particular the CSSF Circular 13/559 transposing the ESMA/2012/832 Guidelines for competent authorities and UCITS management companies - Guidelines on ETFs and other UCITS issues (the “ESMA Guidelines”), a portfolio may employ techniques and instruments relating to transferable securities and money market instruments, such as securities lending and repurchase agreement transactions, provided that such techniques and instruments are used for the purpose of efficient portfolio management.

Under no circumstances shall these operations cause the portfolio to diverge from its investment objectives as specified in the relevant portion of Section I hereof nor entail any substantial supplementary risks.

All the revenues arising from efficient portfolio management techniques, net of direct and indirect operational costs and fees, will be returned to the portfolio. These costs and fees should not include hidden revenue.

The Management Company will maintain the volume of these transactions at a level such that it is able, at all times, to meet redemption requests.

Securities Lending Transactions. A portfolio may enter into securities lending transactions provided that it complies with the following rules:

- (i) the portfolio may lend securities to a borrower either directly or through a standardised system organised by a recognised clearing institution or through a lending system organised by a financial institution subject to prudential supervision rules considered by the CSSF as equivalent to those provided by Community law and specialising in this type of transaction;
- (ii) the counterparty to the securities lending agreement must be subject to prudential supervision rules considered by the CSSF as equivalent to those prescribed by Community law;
- (iii) the risk exposure to a single counterparty generated through a securities lending transaction or other efficient portfolio management techniques and OTC financial derivative instruments may not exceed 10% of the portfolio’s assets when the counterparty is a credit institution referred to in article 41(1) (f) of the Law of 2010 or 5% of the portfolio’s assets in other cases.

A portfolio may only enter into securities lending transactions provided that (i) it is entitled at all times to request the return of the securities lent or to terminate any securities lending transactions and (ii) that these transactions do not jeopardise the management of the portfolio’s assets in accordance with its investment policy.

The Management Company, acting on behalf of the Fund, has appointed Brown Brothers Harriman (Luxembourg) S.C.A. to carry

out these transactions, and notably for the counterparties’ selection and the management of the collateral. In consideration for its services, Brown Brothers Harriman (Luxembourg) S.C.A. will receive remuneration borne by the respective portfolio, details of which are provided in the Fund’s annual report.

Repurchase and Reverse Repurchase Agreements. A portfolio may enter into repurchase and reverse repurchase agreements provided it complies with the following rules:

- (i) the counterparties to these transactions are subject to prudential supervision rules considered by the CSSF as equivalent to those prescribed by Community law;
- (ii) securities purchased with a repurchase option or through a reverse repurchase agreement transaction must be compliant with the relevant CSSF circulars and the portfolio’s investment policy and must together with the other securities that the portfolio holds, comply with the portfolio’s investment restrictions;
- (iii) the risk exposure to a counterparty generated through such transactions or other efficient portfolio management techniques and OTC financial derivative instruments may not exceed 10% of the portfolio’s assets when the counterparty is a credit institution referred to in article 41(1) (f) of the Law of 2010 or 5% of the portfolio’s assets in other cases.

A portfolio may only enter into (i) a repurchase agreement provided that it shall be able at any time to recall any securities or to terminate the agreement and (ii) a reverse repurchase agreement provided that it shall be able at any time to recall the full amount of cash or to terminate the agreement on either an accrued basis or a mark-to-market basis, it being understood that when the cash is recallable at any time on a mark-to-market basis, the mark-to-market value of the reverse repurchase agreement should be used for the calculation of the net asset value.

Fixed-term repurchase and reverse repurchase agreements that do not exceed seven days are considered as arrangements on terms that allow the assets to be recalled at any time by the portfolio.

As of the date of this Prospectus, the Management Company has not appointed any agent carrying out these transactions. Should the Management Company decide to appoint any agent, the name and remuneration of such agent(s) will be disclosed in the Fund’s annual report.

Management of collateral received with respect to OTC derivative transactions and efficient portfolio management techniques

As per the ESMA Guidelines, the risk exposures to a counterparty arising from OTC derivative transactions and efficient portfolio management techniques should be combined when calculating the counterparty risk limits referred to in Article 43 of the Law of 2010.

All assets received by a portfolio in the context of OTC derivative transactions or efficient portfolio management techniques should be considered as collateral and should comply with all the criteria laid down below.

Where a portfolio enters into OTC derivative transactions and efficient portfolio management techniques, all collateral used to reduce counterparty risk exposure of such portfolio should comply at all times with the following criteria:

a) *Liquidity* – Any collateral received other than cash should be highly liquid and traded on a regulated market or multilateral trading facility with transparent pricing to ensure that it can be sold quickly at a price that is close to pre-sale valuation. Collateral received should also comply with the provisions of Article 43 of the Law of 2010.

b) *Valuation* – Collateral received should be valued on at least a daily basis and assets that exhibit high price volatility should not be accepted as collateral unless suitably conservative haircuts are in place.

c) *Issuer credit quality* – Collateral received should be of high quality.

d) *Correlation* – the collateral received by a portfolio should be issued by an entity that is independent from the counterparty and is expected not to display a high correlation with the performance of such counterparty.

e) *Collateral diversification (asset concentration)* – Collateral received should be sufficiently diversified in terms of country, markets and issuers. As per the ESMA Guidelines, the criterion of sufficient diversification with respect to issuer concentration is considered to be respected if a portfolio receives from a counterparty of efficient portfolio management and OTC derivative transactions a basket of collateral with a maximum exposure to a given issuer of 20% of its net asset value. In addition, if a portfolio is exposed to different counterparties, the different baskets of collateral should be aggregated to calculate the 20% limit of exposure to a single issuer. Notwithstanding the above provisions, a portfolio may be fully collateralized in transferable securities and money market instruments issued or guaranteed by sovereign or other governmental issuers with a short term credit rating of at least A-1+ or its equivalent by at least one major recognized rating agency, provided that such portfolio must receive securities from at least six different issues and securities from one issue do not account for more than 30% of the total assets of such portfolio.

f) *Risks linked to the management of collateral* – Risks linked to the management of collateral such as operational and legal risks, should be identified, managed and mitigated by the risk management process.

g) *Transfer of title of the collateral* – Where there is a title transfer, the collateral received should be held by the depositary of the portfolio. For other types of collateral arrangement, the collateral can be held by a third party custodian which is subject to prudential supervision, and which is unrelated to the provider of the collateral.

h) *Collateral received* should be capable of being fully enforced by the portfolio at any time without reference to or approval from the counterparty.

i) *Non-cash collateral received* should not be sold, re-invested or pledged.

j) *Cash collateral received* should only be:

- placed on deposit with entities prescribed in Article 41 (f) of the Law of 2010;

- invested in high-quality government bonds;
- used for the purpose of reverse repo transactions provided the transactions are with credit institutions subject to prudential supervision and the portfolio is able to recall at any time the full amount of cash on accrued basis; and
- invested in short-term money market funds as defined in the CESR Guidelines 10-049 on a Common Definition of European Money Market Funds .

The Management Company will receive, for each portfolio that participates in the securities lending programme, collateral that is at least equivalent to 105% of the value of the lent securities. With respect to bilateral OTC financial derivative instruments, the valuation of such instruments has to be marked-to-market daily. As a result of such valuations the counterparty, subject to minimum transfer amounts, will have to post additional collateral when the market value of its obligation has risen or remove collateral when it has fallen.

Re-invested cash collateral should be diversified in accordance with the diversification requirements applicable to non-cash collateral. As of the date of this Prospectus, the Fund does not re-invest cash collateral. Should the Fund decide in the future to re-invest the cash collateral of a specific portfolio, the re-investment policy will be reflected in the next update of the Prospectus.

Where a portfolio receives collateral for at least 30% of its assets, the Management Company will put in place an appropriate stress testing policy to ensure regular stress tests are carried out under normal and exceptional liquidity conditions to enable the Management Company to assess the portfolio's liquidity risk attached to the collateral.

Finally, the Management Company has applied a haircut policy adapted for each class of assets received as collateral with respect to OTC derivative transactions and efficient portfolio management techniques. A haircut is a percentage, deducted from the market value of the asset received as collateral, meant to reflect the perceived risk associated with holding the asset. The haircut policy takes account of the characteristics of the relevant securities received as collateral such as the maturity and the credit rating of the issuer of such securities, the historical price volatility of the securities as well as the results of any stress tests which may be performed from time to time in accordance with the rules laid down in the ESMA Guidelines.

Save for the requirements relating to re-investment of cash collateral which are applicable immediately, for those portfolios which were launched prior to 18 February 2013, the Management Company intends to implement the above mentioned requirements within 12 months of such date (i.e. by 18 February 2014) in accordance with the ESMA Guidelines.

Risk and potential Conflicts of Interest associated with OTC derivative transactions and efficient portfolio management techniques

There are certain risks involved in OTC derivative transactions, efficient portfolio management techniques and the management of collateral in relation to such activities. For more information on the risks applicable to such type of transactions, investors should refer to the section "Risk Factors" of this Prospectus and more specifically to the "Derivatives Risk" and "Conflicts of Interest" provisions thereof.

Appendix D: Additional Information for UK Investors

General

This Supplement should be read in conjunction with the Fund's Prospectus, of which it forms part. References to the "Prospectus" are to be taken as references to that document as supplemented or amended hereby.

Potential investors should note that the investments of the Fund are subject to risks inherent in investing in shares and other securities. The risks associated with an investment in the Fund are set out in Section II of this Prospectus in the sub-section entitled "Risk Factors."

The value of investments and the income from them, and therefore the value of, and income from, the Shares of each class can go down as well as up and an investor may not get back the amount he invests. Changes in exchange rates between currencies may also cause the value of the investment to diminish or increase.

UK Taxation

The attention of potential United Kingdom investors is drawn to the summary of the anticipated tax treatment in the United Kingdom set out in the sub-section entitled "United Kingdom" to the section headed "Additional Information" in Section II of the Prospectus.

Important

A United Kingdom investor who enters into an investment agreement with the Fund to acquire Shares in response to the Prospectus will not have the right to cancel the agreement under the cancellation rules made by the Financial Services Authority ("FSA"). The agreement will be binding upon acceptance of the order by the Fund.

The Fund does not carry on any regulated activity from a permanent place of business in the United Kingdom and United Kingdom investors are advised that most of the protections afforded by the United Kingdom regulatory system will not apply to an investment in the Fund. Shareholders in the Fund may not be protected by the Financial Services Compensation Scheme established in the United Kingdom. The registered address of the Management Company is set out in the "Directory" to the Prospectus.

Dealing Arrangements and Information

AllianceBernstein Limited (the "Facilities Agent") will act as the facilities agent for the Fund in the United Kingdom and it has agreed to provide certain facilities at its offices at 50 Berkeley Street, London, W1J 8HA, United Kingdom, in respect of the Fund.

Publication of Information

The Net Asset Value per Share of each class of Shares is available on each Business Day at the registered office of the Management

Company and from the Facilities Agent by telephone on +44-207-470-0100 and at its above-mentioned offices. Details of the determination of the Net Asset Value per Share are set out in the paragraph entitled "Determination of the Net Asset Value of Shares" to the sub-section headed "Additional Information" in Section II of the Prospectus.

Subscription and Redemption Procedures

The attention of investors is drawn to the purchase and redemption procedures set out in Section II of the Prospectus in the sub-sections entitled "How to Purchase Shares" and "How to Redeem Shares", in particular with regard to the deadline for receipt of purchase orders or redemption requests for Shares on a Trade Date. Orders for the purchase of Shares and redemption requests should be sent to the Management Company's transfer agent division, details of which are contained in the Directory to the Prospectus or alternatively, requests for redemption can be made directly to the Facilities Agent at the above-mentioned offices, attn: Managing Director of Alliance Bernstein Global Wealth Management, phone number: 0207 959 4900, fax number: 0207 1980854.

Documents Available For Inspection

Copies of the following documents may be inspected free of charge during usual business hours on any week day (Saturday and public holidays excepted) at the offices of the Facilities Agent:

- (a) the Management Regulations of the Fund and any amendments thereto;
- (a) the Articles of Association of the Management Company and any amendments thereto;
- (c) the Prospectus most recently issued by the Fund together with any supplements;
- (d) the KIIDs most recently issued by the Fund; and
- (e) the most recently published annual and half yearly reports relating to the Fund.

The above documents may be delivered to interested investors at their request.

Facilities available at the offices of the Facilities Agent are:

- Payments of dividends
- Details/copies of notices to participants
- Nature of right represented by the Shares
- Details of voting rights.

Complaints about the operation of the Fund may be submitted to the Management Company of the Fund directly or through the Facilities Agent at the above-mentioned address.

AllianceBernstein

Directory

Management Company

AllianceBernstein (Luxembourg) S.à r.l.
2-4, rue Eugène Ruppert
L-2453 Luxembourg

Investment Manager

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New York, New York 10105
U.S.A.

Distributor

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a unit of the Management Company
2-4, rue Eugène Ruppert
L-2453 Luxembourg

AllianceBernstein Investments
a unit of AllianceBernstein Investments, Inc.
1345 Avenue of the Americas
New York, New York 10105
U.S.A.

Custodian and Administrator

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2-8, avenue Charles de Gaulle
L-1653 Luxembourg

Transfer Agent

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