

(中譯文僅供參考，與原文相較可能不盡完整或有歧異，如有疑義應以英文本為準。)

(節譯文)

聯博（盧森堡）公司

有限責任公司

2-4, rue Eugène Ruppert

L-2453 Luxembourg

盧森堡商業登記處編號 B 34 405

以其名義但代表

聯博基金（AB FCP I）

共同基金

盧森堡商業登記處編號：K217

致下列子基金受益人之通知

聯博—美國永續主題基金

聯博基金（AB FCP I）之子基金重組為聯博SICAV基金下相對應之相同子基金

2021年12月17日

親愛的受益人：

謹以本函通知 台端，聯博（盧森堡）公司（下稱「**管理公司**」）乃依據盧森堡大公國法律所組成之有限公司，係聯博基金（AB FCP I）之管理公司，而聯博基金（AB FCP I）（下稱「**聯博FCP傘型基金**」）係依照盧森堡法律組成之共同投資基金，聯博（盧森堡）公司之管理公司理事會（下稱「**理事會**」）已決議將聯博FCP傘型基金旗下之下列子基金（下稱「**原基金**」）重組為聯博SICAV基金（AB SICAV I）（下稱「**聯博SICAV傘型基金**」）旗下相對應之同一子基金（下稱「**重組基金**」），而聯博SICAV傘型基金係可變資本投資公司型態之集體投資事業並依據盧森堡法律設立（該交易下稱「**基金重組**」）。

基金重組係依據2010年12月17日關於集體投資事業之法律（及其修訂）第1條第（20）項第a）款將原基金之所有資產及負債移轉予重組基金，且原基金之策略將與重組基金相同。重組基金成立之目的僅是為了延續原基金之投資目標及策略，且重組基金並不包含任

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何自身的資產及負債；重組基金於基金重組的那一刻將持有與相對應之原基金相同的資產及負債。因此，重組基金將包含與原基金在生效日（定義如下）前相同的（i）資產及負債、（ii）費用結構、（iii）投資政策及策略，及（iv）服務提供者。

請注意，雖原基金與重組基金各自之投資政策及策略相同，惟聯博SICAV傘型基金近來進行公開說明書之格式重訂、闡明及簡化其既有用語，以使其更易於閱讀、利用及友善化。因此，重組基金之用語將異於原基金。

本基金重組之目的是將原基金從契約型基金（*共同基金*）轉為公司型基金（*可變資本投資公司*）以促進原基金在全球的銷售，進而可增加淨資產並減少相應的成本，而使原基金之所有受益人（下稱「**受益人**」）受惠。基於上述理由，理事會認為本基金重組符合受益人的最佳利益。

基金重組將於2022年1月28日生效（下稱「**生效日**」）。

原基金(聯博基金(AB FCP I))		重組基金(聯博SICAV基金(AB SICAV I))
聯博 - 美國永續主題基金 AB FCP I - Sustainable US Thematic Portfolio	→	聯博 - 美國永續主題基金 AB SICAV I - Sustainable US Thematic Portfolio

1. 基金重組對受益人之影響

1.1 投資政策及風險

重組基金之投資目標、投資政策及風險概況係採用自原基金，因此均相同。此外，相關重要投資人資訊文件（下稱「**KIID**」）中所載之綜合風險及報酬指標（下稱「**SRRI**」）將維持不變。

1.2 服務提供者

聯博 FCP 傘型基金及聯博 SICAV 傘型基金之服務提供者，包括重組基金之管理公司及投資經理，均維持不變。

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1.3 治理及會計年度

重組基金為SICAV（「公司」型基金）之子基金，因此重組基金賦予股東特定治理權利，其中包含表決權，此為不適用於契約型基金（如聯博FCP傘型基金）之權利。基金重組後，股東有權參加股東常會並行使表決權，以及參與各種事項，包括董事會成員的任免、核可解除董事責任並核准年度帳目。

此外，受益人應注意，聯博FCP傘型基金之會計年度於8月31日截止，而聯博SICAV傘型基金之會計年度於5月31日截止，因此會影響年度財報及半年度財報的時間。

1.4 基金重組

本函所涉原基金之受益人將收到與其持有之原基金受益憑證數量相同之相對應重組基金之股份。重組基金之每一級別的每股初始資產淨值（下稱「淨值」）將與生效日時原基金相對應之級別淨值相符。此外，重組基金之股份將與原基金之受益憑證具有相同屬性、命名慣例，及相同的特有 ISINs。

1.5 費用與支出

因為重組基金之級別與原基金之相對應級別均相同，重組基金之每一級別之所有相關費用將與原基金相同。

1.6 稅務

本基金重組不會導致原基金或重組基金需繳納盧森堡稅賦。然而，投資人可能因承受重組基金之新股份，從契約型基金之受益人成為公司型基金之受益人，而在其稅籍地國或其繳交稅款之其他司法管轄區需繳納稅賦。由於不同國家的稅賦法律極為不同，本公司建議台端就本重組對 台端個別情況產生的稅務後果向 台端的稅務顧問諮詢。

1.7 基金重組費用

為免疑義，基金重組之費用將由管理公司承擔，而不會使投資人負擔成本。

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2. 基金重組之條款

受益人應注意 (i) 對原基金之新申購，(ii) 買回之要求及 (iii) 轉換為其他聯博系列基金的其他合於資格之級別將接受至2022年1月28日之指示截止時間（如公開說明書所載）（下稱「**截止時點**」）為止。重組基金的首次交易日將為2022年1月31日。

於生效日，原基金之受益憑證將被取消，受益人將獲得相對應重組基金之股份，其將以記名形式發行並帶有零股。

原基金及其級別於基金重組時之任何相關收入將於基金重組後繼續計入重組基金及其級別之每股淨值。

原基金下所有未清償債務將在生效日確定。一般而言，這些負債包括已發生之費用及支出且反映在每股淨值。生效日後之任何額外負債將由重組基金承擔。

為了完成基金重組所生之相關法律、諮詢及行政費用將由管理公司負擔。

3. 受益人權益

受益人應注意重組基金將在2022年1月28日之截止時點前繼續接受申購、買回與轉換要求。

若 台端不希望收到相對應重組基金之新股份，在2022年1月28日之截止時點前，您可以 (i) 要求將您的受益憑證免費轉換成已在您所在司法管轄區登記，或另行透過您所居住國家的聯博認可銷售機構可得之另一聯博系列UCITS基金之相同級別；或 (ii) 免費買回您的受益憑證（惟若適用，或須繳付或有遞延銷售費）。

於生效日當天，仍未要求買回或轉換受益憑證之受益人將獲得相關重組基金中同等數量之相對應級別股份。

4. 額外資訊

登記

受益人請注意，重組基金將於生效日當日或之前於原基金現行登記之各個國家進行登記，以公開發行其股份。

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備供查閱之文件

存託機構之基金重組相關報告、聯博 SICAV 傘型基金之最新年度財報及半年度財報，以及涵蓋重組基金之聯博 SICAV 傘型基金現行公開說明書之影本得於要求時，於管理公司之註冊辦公室免費提供。

聯絡資訊

如何獲取更多資料。若 台端對基金重組有任何疑問，請聯絡 台端的財務顧問或聯博投資人服務中心之客戶服務分析師：

歐洲 / 中東 +800 2263 8637或+352 46 39 36 151（歐洲中部時間上午九時正至下午六時正）

亞太區 +800 2263 8637或+65 62 30 2600（新加坡標準時間上午九時正至下午六時正）

美洲區 +800 2263 8637或+800 947 2898或+1 212 823 7061（美國東部標準時間上午八時三十分至下午五時正）

聯博（盧森堡）公司

理事會

謹啟

AllianceBernstein (Luxembourg) S.à r.l.
Société à responsabilité limitée
2-4, rue Eugène Ruppert
L-2453 Luxembourg
R.C.S. Luxembourg B 34 405

Acting in its own name but on behalf of

AB FCP I
Fonds Commun de Placement
R.C.S. Luxembourg: K217

Notice to the Shareholders of

AB FCP I—Sustainable US Thematic Portfolio

**Restructuring of a portfolio of
AB FCP I as corresponding identical portfolio of AB SICAV I**

17 December 2021

Dear Shareholder:

The purpose of this letter is to inform you that the board of managers (the “**Board of Managers**”) of AllianceBernstein (Luxembourg) S.à r.l. (the “**Management Company**”), a *société à responsabilité limitée* organized under the laws of the Grand Duchy of Luxembourg, in its capacity as management company of AB FCP I, a *fonds commun de placement* organized under the laws of the Grand Duchy of Luxembourg (the “**Fund**”) has resolved to restructure the below-referenced portfolio of the Fund (the “**Portfolio**”) as corresponding identical portfolio (the “**Restructured Portfolio**”) of AB SICAV I, an undertaking for collective investment incorporated as a *société d'investissement à capital variable* and organized under the laws of the Grand Duchy of Luxembourg (hereinafter “**AB SICAV I**”) (the “**Restructuring**”).

The Restructuring will be conducted in accordance with Article 1 (20) a) of the law of 17 December 2010 on undertakings for collective investments, as amended, by transferring all assets and liabilities of the Portfolio into the Restructured Portfolio, and the strategy of the Portfolio will continue in the identical Restructured Portfolio. The Restructured Portfolio has been established solely for the purpose of continuing the investment objective and strategy of the Portfolio, and the Restructured Portfolio does not contain any of their own assets and liabilities; the Restructured Portfolio will hold the identical assets and liabilities of the Portfolio immediately after the Restructuring. As such, the Restructured Portfolio will comprise the same (i) assets and liabilities and (ii) fee structure, (iii) investment policy and strategy and (iv) service providers as the Portfolio prior to the Effective Date (as defined below).

Please note that while the respective investment policy and strategy are the same for the Portfolio and the Restructured Portfolio, AB SICAV I recently underwent an exercise to reformat, clarify, and streamline its existing language in order for its prospectus to be more readable, usable, and client friendly. Accordingly, the language for the Restructured Portfolio will differ from the Portfolio.

The purpose of the Restructuring is to convert the Portfolio from a contractual type of fund (*fonds commun de placement*) into a corporate type of fund (a *société d'investissement à capital variable*) in order to improve the Portfolio's worldwide distribution, resulting in the potential for increased net assets and correspondingly reduced costs, thereby benefitting all shareholders of the Portfolio (the “**Shareholders**”). For this reason, the Board of Managers has determined that the contemplated Restructuring is in the best interests of Shareholders.

The Restructuring will become effective on 28 January 2022 (the “**Effective Date**”).

Portfolio (AB FCP I)		Restructured Portfolio (AB SICAV I)
AB FCP I – Sustainable US Thematic Portfolio	➔	AB SICAV I – Sustainable US Thematic Portfolio

1. Impact of the Restructuring on the Shareholders

1.1 Investment policy and risks

The investment objective, investment policy, and risk profiles of the Restructured Portfolio were adopted from the Portfolio and therefore are identical. In addition, the synthetic risk and reward indicator (“**SRRI**”) set out in the relevant key investor information documents (“**KIID**”) remains the same.

1.2 Service Providers

The service providers of the Fund and AB SICAV I, including the Management Company and the Investment Manager of the Restructured Portfolio, remain the same.

1.3 Governance and fiscal year-end

The Restructured Portfolio is a sub-fund within a SICAV (a “corporate” type of fund). Accordingly, the Restructured Portfolio entitles its shareholders to certain governance rights, including, *inter alia*, voting rights, that are not applicable to a contractual type of fund such as the Fund. Subsequent to the Restructuring, Shareholders will be entitled to participate in and vote at the shareholders’ general meetings and participate in a variety of matters, including the appointment or revocation of the members of the board of directors, the granting of discharge to the directors and the approval of the annual accounts.

In addition, Shareholders should note that while the Fund has a fiscal year end of 31 August, the fiscal year-end of AB SICAV I is 31 May, thereby affecting the timing of the annual and semi-annual reports.

1.4 The Restructuring

Shareholders of the Portfolio to whom this letter is addressed will be issued an equal number of shares in the corresponding Restructured Portfolio for the class of shares that they hold in the Portfolio. The initial net asset value (“**NAV**”) per share of each class of shares of the Restructured Portfolio will match the NAV per share of the corresponding class of shares in the Portfolio as of the Effective Date. In addition, shares in the Restructured Portfolio will have the same attributes and naming conventions, as well as the same unique ISINs, as the shares in the Portfolio.

1.5 Fees and Expenses

As all attributes of each share class in the Restructured Portfolio are identical to those of the corresponding share class of the Portfolio, all fees in respect of each share class of the Restructured Portfolio will be the same as the fees of the Portfolio. For further information, please refer to the KIID of the relevant share class of the Restructured Portfolio.

1.6 Tax implications

The Restructuring will not subject the Portfolio or the Restructured Portfolio to taxation in Luxembourg. Investors may however be subject to taxation in their tax domiciles or other jurisdictions where they pay taxes as by receiving the new shares of the Restructured Portfolio, Shareholders will become shareholders of a corporate type of fund compared to, previously, a contractual type of fund. As tax laws differ widely from country to country, we recommend that you consult your tax advisers as to the tax implications of the Restructuring specific to your individual case.

1.7 Cost of Restructuring

For the avoidance of doubt, the cost of the Restructuring will be borne by the Management Company and will have no impact on the Shareholders.

2. Terms of the Restructuring

Shareholders should note that (i) new subscriptions into the Portfolio, (ii) requests for redemption and (iii) conversions into other eligible share classes of other AB-sponsored funds will be accepted until 28 January 2022, at the order cut-off time indicated in the prospectus for each share class (the “**Cut-Off Point**”). The first dealing day of the Restructured Portfolio will be 31 January 2022.

On the Effective Date, Shares in the Portfolio will be cancelled and Shareholders will be issued shares in the identical corresponding Restructured Portfolio, which will be issued in registered form with fractions.

Any accrued income relating to the Portfolio and its share classes at the time of the Restructuring will be accounted for on an on-going basis after such Restructuring in the NAV per share for the Restructured Portfolio and its share classes.

All outstanding liabilities of the Portfolio will be determined on the Effective Date. Generally, these liabilities comprise fees and expenses which have accrued and are or will be reflected in the net asset value per share. Any additional liabilities incurred after the Effective Date will be borne by the Restructured Portfolio.

The legal, advisory and administrative costs associated with the completion of the Restructuring will be borne by the Management Company.

3. Shareholder's Rights

Shareholders should note that the Portfolio will continue to accept subscription, redemption and exchange orders until the Cut-Off Point on 28 January 2022.

If you do not wish to receive corresponding new shares of the Restructured Portfolio, you may (i) request the exchange of your shares free of charge for the same share class of another AB-sponsored UCITS fund registered in your jurisdiction or otherwise available through an AB authorized distributor in the country in which you reside; or (ii) redeem your shares free of charge (but subject to any contingent deferred sales charge, if applicable to your shares) until the Cut-Off Point on 28 January 2022.

On the Effective Date, those Shareholders who have not requested redemption or exchange of their shares will receive an equal number of shares of the corresponding class of shares in the relevant Restructured Portfolio.

4. Additional Information

Registration

Shareholders are advised that the Restructured Portfolio will be registered on or prior to the Effective Date in each of the countries in which the Portfolio is currently registered for public distribution of its shares.

Availability of Documents

Copies of the report of the depositary regarding the Restructuring, the report of the auditor regarding the Restructuring (issued as soon as practicable after the Effective Date), the latest annual report and semi-annual report of AB SICAV I as well as the current prospectus of AB SICAV I reflecting the Restructured Portfolio may be obtained upon request, free of charge, at the registered office of the Management Company.

For your convenience and to help you assessing the relevant changes in the KIIDs, please find attached hereto, a blackline version of the KIID reflecting the relevant changes between the KIIDs of the Portfolio

and the KIIDs of the Restructured Portfolio. You are strongly encouraged to read the KIID.

The relevant KIID of the Restructured Portfolio will be available on the Effective Date on www.alliancebernstein.com/go/kiid.

Contact information

How to get more information. If you have questions about the Restructuring, please contact your financial adviser or a client service analyst at an AllianceBernstein Investor Services service center:

Europe/Middle East +800 2263 8637 or +352 46 39 36 151 (9:00 a.m. to 6:00 p.m. CET).

Asia-Pacific +800 2263 8637 or +65 62 30 2600 (9:00 a.m. to 6:00 p.m. SGT).

Americas +800 2263 8637 or +800 947 2898 or +1 212 823 7061 (8:30 a.m. to 5:00 p.m. US EST).

Yours sincerely,

**The Board of Managers of
AllianceBernstein (Luxembourg) S.à r.l.**



ALLIANCEBERNSTEIN®

KEY INVESTOR INFORMATION

This document provides you with key investor information about this Fund. It is not marketing material. The information is required by law to help you understand the nature and the risks of investing in this Fund. You are advised to read it so you can make an informed decision about whether to invest.

Sustainable US Thematic Portfolio

a sub-fund of **AB FCP I** **AB SICAV I**
Class A Shares (LU0124676726)

This Fund is managed by AllianceBernstein (Luxembourg) S.à r.l., part of the AB Group

OBJECTIVES AND INVESTMENT POLICY

Investment objective

The Fund seeks to increase the value of your investment ~~over the long term~~ through capital growth.

Investment policy

Under normal circumstances, the Fund ~~expects to typically~~ invests at least 80% of its net assets in equity ~~or equity-related~~ securities of issuers ~~located within the US~~ that the Investment Manager believes are positively exposed to sustainable investment themes.

The Fund mainly invests in medium and large-sized companies that are organized, have substantial business activities, or are impacted by developments, in the US.

The Investment Manager invests in securities that it believes are positively exposed to environmentally- or socially-oriented sustainable investment themes derived from the UN Sustainable Development Goals (UNSDGs).

The Investment Manager emphasizes positive selection criteria, in particular by analyzing the exposure to environmental, social and governance (ESG) factors of each security or issuer, over broad-based negative screens in assessing an issuer's exposure to such ESG factors.

The Fund uses derivatives for hedging (reducing risks), efficient portfolio management and other investment purposes. ~~The Fund will invest in US companies from multiple industries that are positively exposed to environmentally or socially-oriented sustainable investment themes that are broadly consistent with achieving the UN Sustainable Development Goals.~~

~~The Fund may use derivatives (i) to gain additional exposure, (ii) for efficient portfolio management and (iii) in seeking to reduce potential risks.~~

Benchmark

S&P 500 Index used for performance comparison.

The Fund is actively managed and the Investment Manager is not constrained by its benchmark. Please see the Fund's prospectus for more information.

Fund currency

The reference currency of the Fund is USD.

Share class currency

The reference currency of the share class is USD.

Distribution policy

This share class is a non-distributing share class. Income and capital gains derived from the Fund are reinvested.

Redemption

Shares may be redeemed on any day when both the New York Stock Exchange and Luxembourg banks are open for business.

Terms to understand

Derivatives: Financial instruments whose value is linked to one or more rates, indices, share prices or other values.

Equities: Securities that represent an ownership stake in a company.

Other investment purposes: in line with the Fund's investment objective and policy, means to gain exposure.

Sustainable investment themes: those investment themes that are derived from the UNSDGs such as Health, Climate, and Empowerment. Sustainable investment themes may change over time.

UN Sustainable Development Goals ("UNSDGs"): a set of 17 goals that represent the United Nations' aspirational view of how the world could look like by 2030. The 17 goals address economic prosperity, environmental sustainability and social inclusion.

RISK AND REWARD PROFILE



What does this risk indicator mean?

This synthetic risk and reward indicator (SRRI) scale rating indicates how the Fund may perform and the risk of losing some or all of your capital. Generally the potential for higher gains also means a larger risk of losses. The lowest category does not mean a risk free investment.

The above rating is an estimate, not a guarantee. It is calculated using industry-standard methods and is based on medium-term volatility (how sharply the Fund's actual or estimated share price has gone up and down over five years).

Historical data may not be a reliable indication of the future risk profile of this Fund. The risk and reward category for this Fund is not guaranteed to remain unchanged and may shift over time.

Why is this Fund in this category?

The Fund is not guaranteed in capital. The Fund is invested in equity

securities that can face sharp variations up or down and that can generate significant gains or losses.

Risks materially relevant to the Fund but not adequately captured by the SRRI:

The rating does not reflect the possible effects of unusual market conditions or large unpredictable events, which could amplify everyday risks and could trigger other risks, such as:

Counterparty risk: If an entity with which the Fund does business becomes insolvent, payments owed to the Fund could be delayed, reduced, or eliminated.

Liquidity risk: Certain securities could become hard to buy or to sell at a desired time or price.

CHARGES

The charges you pay are used to pay the cost of running the Fund, including the costs of marketing and distributing it. These charges reduce the potential growth of your investment.

One-off charges taken before or after you invest

Entry charge	5.00%
Exit charge	None

This is the maximum that might be taken out of your money before it is invested/before the proceeds of your investment are paid out.

Charges taken from the Fund over a year

Ongoing Charge	1.73%
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Charges taken from the Fund under certain specific conditions

Performance fee	None
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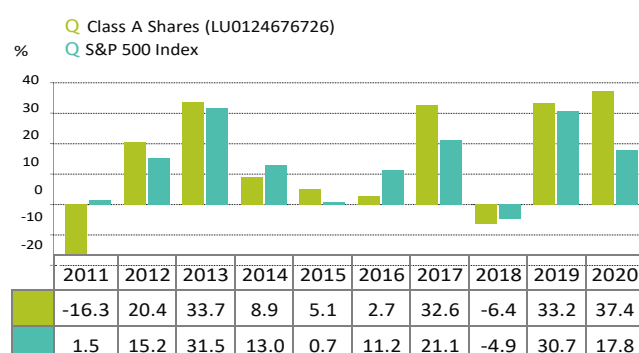
The entry and exit charges shown are maximum figures. In some cases, you might pay less – you can find this out from your financial advisor.

~~The ongoing charges figure is an estimate. The ongoing charges figure is based on expenses for the year ending December 2020.~~ This figure may vary from year to year. It excludes:

- D Portfolio transaction costs, except in the case of an entry/exit charge paid by the Fund when buying or selling units in an other collective investment undertaking.

For more information about charges, please refer to the Fund's prospectus which is available at www.alliancebernstein.com.

PAST PERFORMANCE



Please be aware that past performance is not a reliable indicator of future results.

The past performance is shown after deduction of ongoing charges. Any entry/exit fees are excluded from the calculation.

The Fund was launched on ~~31/05/2006~~ 20/05/2021.

The share class of the Fund was launched on ~~31/05/2006~~ 28/01/2022.

On 28/01/2022, all of the assets and liabilities of AB FCP I – Sustainable US Thematic Portfolio were transferred to the newly created AB SICAV I – Sustainable US Thematic Portfolio (the "Fund"). As a result, the Fund's Class A past performance prior to this date relates to AB FCP I – Sustainable US Thematic Portfolio Class A.

Performance is shown only where full calendar-year performance history is available.

Past performance has been calculated in USD and is expressed as a percentage change of the Fund's net asset value at each year end.

PRACTICAL INFORMATION

Depository & Administrator:

Brown Brothers Harriman (Luxembourg) S.C.A.80,
route d'Esch, L-1470 Luxembourg

Management Company:

AllianceBernstein (Luxembourg) S.à r.l.
2-4, rue Eugène Ruppert, L-2453 Luxembourg

You may obtain free of charge the prospectus in English, French and German, the latest annual and semi-annual reports in English and German, as well as the Net Asset Value (NAV) of the shares at the registered office of the Management Company or online at www.alliancebernstein.com.

Taxation: The Fund is subject to the tax laws and regulations of Luxembourg. Depending on your country of residence this might have an impact on your personal tax situation. For further details, you should consult a tax advisor.

Exchanges of shares: The Fund is a sub-fund of ~~AB FCP I~~ AB SICAV I, which comprises other sub-funds. The assets and liabilities of each sub-fund are segregated from other sub-funds of ~~AB FCP I~~ AB SICAV I. You may under certain conditions convert your shares into shares of another sub-fund of ~~AB FCP I~~ AB SICAV I. For more details about conversion, please

refer to the section "How to Exchange or Convert Shares" in the prospectus, which is available online at www.alliancebernstein.com and at the registered office of the Management Company.

Remuneration Policy: The up-to-date remuneration policy of the Management Company, including, but not limited to, a description of how remuneration and benefits are calculated, the identity of persons responsible for awarding the remuneration and benefits, including the composition of the AB Group remuneration committee, are available at https://www.alliancebernstein.com/go/remuneration_policy.htm. A paper copy is available free of charge upon request at the Management Company's registered office.

Liability Statement: AllianceBernstein (Luxembourg) S.à r.l. may be held liable solely on the basis of any statement contained in this document that is misleading, inaccurate or inconsistent with the relevant parts of the prospectus for the Fund.

AB SICAV I is an open-ended investment company with variable capital (société d'investissement à capital variable). ~~AB FCP I is a mutual investment fund (fonds commun de placement) which issues units referred to as "shares" in this document.~~