



ALLIANCEBERNSTEIN®

AllianceBernstein Managed Volatility Equities Fund

**NOTICE OF MEETING OF UNIT HOLDERS TO BE HELD ON
30 NOVEMBER 2020**

Notice of meeting

NOTICE is hereby given by AllianceBernstein Investment Management Australia Limited (ABN 58 007 212 606) ("**Responsible Entity**") that an extraordinary general meeting of the Unit Holders of AllianceBernstein Managed Volatility Equities Fund (ARSN 099 739 447) ("**Trust**") will be held at ("**Meeting**"):

DATE: 30 November 2020

TIME: 11.00 am (Sydney time)

In light of these unprecedented times and the COVID-19 pandemic, **the Meeting will be held as a virtual meeting via an online platform. There will not be a physical meeting that Unit Holders can attend in person.** This decision has been made by the Responsible Entity in light of the social gathering restrictions in place due to the COVID-19 pandemic, the temporary changes to Australian legislation allowing the convening of virtual (rather than physical) meetings, and in the interests of the health and safety of Unit Holders, staff of the Responsible Entity, other stakeholders and the broader community.

Further instructions and information on attending and voting at the Meeting are set out in the enclosed explanatory notes to this Notice of Meeting.

Business of the Meeting

The purpose of the Meeting is to consider and, if thought fit, to pass the following resolution as a special resolution of the Trust ("**Resolution**"):

"Resolved as a special resolution that:

- (a) *the constitution ("**Constitution**") of the AllianceBernstein Managed Volatility Equities Fund (ARSN 099 739 447) ("**Trust**") be amended in accordance with the provisions of the supplemental deed tabled at the meeting and initialled by the Chair of the meeting for the purposes of identification; and*
- (b) *AllianceBernstein Investment Management Australia Limited (ABN 58 007 212 606), as responsible entity of the ("**Trust**") be authorised to execute the supplemental deed in the same form as the supplemental deed referred to at (a) above, and to lodge it with ASIC to give effect to the amendments to the Trust's Constitution as set out in that supplemental deed."*

Majority required

The Resolution will be decided by a poll. The Resolution is required under the Corporations Act to be passed as a special resolution and, accordingly, it will only be passed if there is a quorum at the Meeting and at least 75% of the votes cast on the Resolution by Unit Holders entitled to vote on the Resolution are cast in favour of the Resolution.

Entitlement to vote

The Responsible Entity has determined that, for the purposes of the Meeting, in the absence of any special circumstances, the register of unit holders as at 11.00am (Sydney time) on 28 November 2020, being 48 hours to prior to the commencement of the Meeting, will be taken as evidence of those Unit Holders entitled to vote ("**Record Date**").

Explanatory Notes

Unit Holders are referred to the explanatory notes which form part of this Notice of Meeting. The Resolution should be read in conjunction with the attached Explanatory Notes. Please refer to the Glossary for the meanings of defined terms used in this Notice of Meeting.

By order of the board of the Responsible Entity

Ajai Kaul
Chair

5 November 2020

Explanatory Notes

1 Important Notices

This document, comprised of the notice of Meeting and these Explanatory Notes (“**Notice of Meeting**”) is important and requires your immediate attention. This document has been prepared and issued by AllianceBernstein Investment Management Australia Limited (ABN 58 007 212 606) as responsible entity (“**Responsible Entity**”) of the AllianceBernstein Managed Volatility Equities Fund (ARSN 099 739 447) (“**Trust**”). This document will assist Unit Holders of the Trust to understand the business to be put to Unit Holders at the Meeting.

No investment advice or representations

This Notice of Meeting has been prepared without reference to any Unit Holder’s particular investment objectives, financial situation or needs, and without purporting to contain all the information that a Unit Holder may require, including in relation to a Unit Holder’s decision on voting on the Resolution.

Unit Holders should rely only on the information in this Notice of Meeting. Any other information may not be relied upon as being authorised by the Responsible Entity. Neither the Responsible Entity nor any affiliate of the Responsible Entity warrants the future performance of the Trust.

This Notice of Meeting should not be taken to be financial product advice, or an offer, invitation or recommendation as to an investment decision. This Notice of Meeting is not investment advice. Unit Holders should seek their own professional advice on the matters addressed. In particular, this Notice of Meeting (including these Explanatory Notes) does not take into account the investment objectives, financial situation or particular needs of any person. You should consider the appropriateness of any investment, taking into account your investment objectives, financial situation and particular needs before making any investment decision.

Forward looking statements

This Notice of Meeting contains forward looking statements which are subject to known and unknown risks, uncertainties and other factors that may cause actual results to vary from those forward looking statements or results expressed or implied in them. Those forward looking statements reflect various assumptions in relation to the Trust that may or may not be correct. Those statements are not guarantees of future performance and involve known and unknown risks, uncertainties and contingencies that may be beyond the control of the Responsible Entity that could cause actual results or trends to differ materially from those expressed or implied in such statements. Consequently, there can be no assurance that such forward looking statements will be correct. Neither the Responsible Entity, nor any of its related bodies corporate, advisers, consultants, agents or any of their respective officers or employees makes or attempts to make warranties or representations as to the likelihood, accuracy of the realisations of, or completeness of any such statement or that the indicated results will be achieved. Such forward looking statements are current as at the date of this document and the Responsible Entity assumes no obligation to update any such statement.

It is prudent - to place **no** undue reliance on those statements and, if necessary, to consult a professional advisor with respect to those statements prior to making any decision in relation to the resolution set out in this Notice of Meeting.

Privacy

The Responsible Entity, its related bodies corporate and service providers acting on behalf of the Trust may collect personal information in the process of implementing the Resolution. Such information may include the name, contact details and holdings of Unit Holders and the name of persons appointed by those persons to act as a proxy, corporate representative or attorney at the Meeting. The primary purpose of the collection of personal information is to assist the Responsible Entity to conduct the Meeting and implement the Resolution. Personal information of the type described above may be disclosed to the Responsible Entity, print and mail service providers, related bodies corporate of the Responsible Entity and other service providers acting on behalf of Responsible Entity. Unit Holders have certain rights to access personal information that has been collected. Unit Holders should contact the Responsible Entity in the first instance if they wish to access their personal information. Unit Holders who appoint a named person to act as their proxy, corporate representative or attorney should ensure that they inform that person of those matters.

Confidentiality

The information contained in this Notice of Meeting is issued by the Responsible Entity in its capacity as responsible entity of the Trust and on the terms of the Constitution. The information contained in this Notice of Meeting is confidential and commercially sensitive and is provided for the exclusive use of the Unit Holders, and may not be reproduced or distributed (except to a Unit Holder’s professional advisers, who must be informed of its confidentiality). By receiving this Notice of Meeting, each Unit Holder agrees to be bound by and observe these confidentiality restrictions.

Times and dates

All times and dates stated in the Notice of Meeting are references to those times and dates as they occur in Sydney, Australia. This document is dated 5 November 2020.

2 Key Dates

Event	
Notice of Meeting issued	6 November 2020
Latest date and time for lodgement of proxies and the Record Date	11.00 am on 28 November 2020
Meeting of Unit Holders	11.00 am on 30 November 2020

All times are Sydney times unless otherwise specified.

3 Requirements for the conduct of the Meeting

3.1 Quorum requirements

In accordance with section 252R(2) of the Corporations Act and Constitution of the Trust, the quorum requirement for the Meeting is at least 2 Unit Holders present in person or by proxy together holding at least 10% of all Units entitled to vote on the Resolution.

3.2 Voting entitlements

The Responsible Entity has determined that, for the purposes of the Meeting, in the absence of any special circumstances, the register of Unit Holders as at 11.00am (Sydney time) on 28 November 2020, being 48 hours prior to the commencement of the Meeting, will be taken as evidence of those Unit Holders entitled to vote ("**Record Date**").

In accordance with section 253E of the Corporations Act, if the Responsible Entity or its associates have an interest in a resolution other than as Unit Holder, the Responsible Entity and its associates may not vote on the resolutions.

3.3 Attending the Meeting

In light of the evolving circumstances relating to the COVID-19 pandemic and in the interests of the health and safety of Unit Holders, staff, other stakeholders, and the broader community, the Meeting will be held as a virtual meeting via an online platform. There will **not** be a physical meeting that Unit Holders can attend in person. The Responsible Entity will webcast the Meeting live and Unit Holders will be able to submit question either in advance or during the Meeting.

Unit Holders may attend and participate in the Meeting:

- + Visiting <https://agmlive.link/ABMV20> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible

The online platform will allow Unit Holders to listen to the Meeting, vote and ask questions online in real time. Visitors will be able to listen to the Meeting via the online platform but will not have access to vote or ask questions.

Further information is set out below.

3.4 Participating in the Meeting online (including voting)

Unit Holders can submit questions in relation to the business of the Meeting, and vote on the Resolution in real time during the Meeting via the online platform.

Unit Holders and proxies participating in the Meeting using the online platform will be able to vote between the time at which registration for the meeting opens (see below) and the closure of voting as announced by the Chair during the Meeting. By participating in the Meeting online you will be able to:

- + hear and view meeting slides;
- + submit questions at the appropriate times whilst the Meeting is in progress (at the relevant times); and
- + vote during the Meeting.

If you choose to participate in the Meeting online, registration will open at 10.30 am (Sydney time) on 30 November 2020.

Logging into the Meeting online by online platform

- + You can participate in the Meeting online on the day of the meeting by either Visiting <https://agmlive.link/ABMV20> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible.
- + You will need to enter your AB Investor Number and your postcode in order to identify yourself.

Further information regarding participating in the Meeting online, including browser requirements, is contained in the Link Group Virtual Online Meeting Guide annexed to this Notice of Meeting.

3.5 Proxy voting and proxyholder participation

The Responsible Entity encourages Unit Holders to submit a proxy vote ahead of the Meeting. A Proxy Form is enclosed together with this Notice of Meeting. Further information on lodging a proxy vote ahead of the Meeting is set out at below in this section 3.6.

Unit Holders may either participate in the Meeting themselves online, or appoint a proxyholder to participate for them.

To participate in the Meeting proxyholders will need to use the proxyholder code provided to your nominated email address 24 hours before the meeting.

The proxyholder does not need to be a Unit Holder. You may nominate one or two proxyholders to vote on your behalf at the Meeting. If you appoint two proxyholders, you may specify the proportion or number of votes that each proxyholder is entitled to exercise. If you do not, each proxyholder will be entitled to vote half your votes.

To ensure that all Unit Holders can exercise their right to vote on the Resolution, a proxy form is enclosed and must be received at:

Address: Alliance Bernstein Investment Management Australia Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia;

Fax: +61 2 9287 0309;

Online: <https://investorcentre.linkmarketservices.com.au/voting/ABMFU>; or

Mobile Device: By scanning the QR code in the Proxy Form or entering the voting link <https://investorcentre.linkmarketservices.com.au/voting/ABMFU> in your device

by no later than 11.00 am (Sydney time) on 28 November 2020, being 48 hours prior to the commencement of the Meeting.

Paper lodgement of the Proxy Form

Where submitted as a paper document, the proxy form appointing a proxyholder must be authorised in writing or, if executed by a corporation, either under its common seal or by its officer or attorney properly authorised (recent temporary amendments to the Corporations Act allow Australian companies to electronically execute documents—we recommend you seek advice in relation to electronic execution to ensure valid execution). If the Proxy Form is signed by an attorney or by an authorised officer of a corporation, the power of attorney or other authority (or a certified copy) must accompany the Proxy Form.

Online proxy

You may also submit your proxy appointment online at <https://investorcentre.linkmarketservices.com.au/voting/ABMFU>

In order to take effect, the electronic proxy appointment (and the power of attorney or other authority under which it is signed, if any) must be submitted by no later than 11.00am (Sydney time) on 28 November 2020,

being 48 hours prior to the commencement of the Meeting.

Body corporate as a proxyholder

Where a Unit Holder appoints a body corporate as a proxyholder, that body corporate will need to ensure that:

- + it appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 253B of the Corporations Act; and
- + the instrument appointing the corporate representative is received by the Responsible Entity by lodging it online, by email or at the address notified above **by 11.00am (Sydney time) on 29 November 2020, being 24 hours prior to the commencement of the Meeting**, including any authority under which it was signed (or a certified copy of the authority).

To participate in the Meeting proxyholders will need to use the proxy holder number emailed to you 24 hours before the meeting and observe the Link Group Virtual Online Meeting Guide annexed to this Notice of Meeting.

3.6 Corporations

Where a corporation that is a Unit Holder wishes to appoint a person to act as its corporate representative, that body corporate will need to ensure that:

- + it appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 253B of the Corporations Act; and
- + the instrument appointing the corporate representative is received by the Responsible Entity by lodging it online, by email or at the address notified above **by 11.00am (Sydney time) on 28 November 2020, being 48 hours prior to the commencement of the Meeting**, including any authority under which it was signed (or a certified copy of the authority).

3.7 Attorney

Where a Unit Holder appoints an attorney to act on his or her behalf at the Meeting online, such appointment must be made by a duly executed power of attorney. The power of attorney must be received by email, submitted online or at the address notified above by **11.00am (Sydney time) on 28 November 2020, being 48 hours prior to the commencement of the Meeting**, including any authority under which it was signed (or a certified copy of the authority).

3.8 Voting by poll

The vote on the Resolution will be decided on a poll. In accordance with section 253C(2) of the Corporations Act, on a poll, each Unit Holder has one vote for each dollar of the value of the total interests they have in the Trust. You need not exercise all of your votes in the same way, nor need you cast all of your votes.

The Resolution is required under the Corporations Act to be passed as a special resolution and, accordingly, it will only be passed if there is a quorum at the Meeting and at least 75% of the votes cast on the Resolution by Unit Holders entitled to vote on the Resolution are cast in favour of the Resolution.

3.9 Jointly held units

If your Trust units are jointly held, only one of the joint holders is entitled to vote. If more than one holder votes in respect of jointly held units, only the vote of the person named first in the register of Unit Holders counts.

3.10 Chair

In accordance with section 252S(1) of the Corporations Act and the Constitution, the Responsible Entity intends to nominate Ajai Kaul, to act as chair of the Meeting, but may appoint another person if Ajai Kaul is unable to attend the Meeting for any reason.

3.11 The Chair acting as proxy

The Chair of the Meeting is deemed to be appointed as a Unit Holder's proxy where a signed proxy form is returned which does not contain the name of the proxy or where the person appointed on the form is absent

from the Meeting. For proxies without voting instructions that are exercisable by the Chair, the Chair intends to vote undirected proxies in favour of the Resolution.

3.12 Technical difficulties

As this Meeting is a virtual meeting technical issues may arise. In that event, the Responsible Entity will have regard to the impact of the technical issue on shareholders and the Chair of the Meeting may, in exercising his powers as the Chair, issue any instructions for resolving the issue and will adjourn the meeting if it is appropriate to do so.

3.13 Questions

Please note, only Unit Holders may ask questions online and only once they have been verified. It may not be possible to respond to all questions raised during the Meeting. Unit Holders are therefore encouraged to lodge questions prior to the Meeting by emailing their question to aust_clientservice@alliancebernstein.com by no later than 9.00am (Sydney time) on 30 November 2020.

4 Explanation of the proposed Resolution

4.1 Overview

The purpose of the Meeting is to seek Unit Holder approval to amend the Constitution of the Trust as summarised in Annexure A to this Notice of Meeting marked-up in the draft of the Constitution available at our website [here](#) (“**Proposed Amendments**”) and marked up on the copy of the Constitution available at our website at [here](#) (the “**Constitution Redline**”). This explanatory information has been prepared for Unit Holders in connection with the Meeting and, together with the Notice of Meeting, contains important information and should be read carefully.

4.2 Frequently Asked Questions

Question	Answer	Where found
Why am I receiving this notice?	As a Unit Holder of the Trust you are asked to approve amendments to the Constitution	Section 4.1
Why is the Responsible Entity seeking approval of the amendments to the Constitution?	The amendments are required in order to allow the Units in the Trust to be traded on a Securities Market, while retaining the current application and redemption process for Unit Holders who do not wish to buy or sell their units on a Securities Market	Section 4.3(b)
What are the proposed changes to the Constitution?	The proposed changes are detailed in Section 4.4 and Appendix A	Section 4.4 and Appendix A
Will the changes to the Constitution affect both the MVE Class and the MVE - Green Class?	Yes, the changes will permit the Responsible Entity to seek the quotation of any Class on a Securities Market, but the Responsible Entity’s intention is only to seek the quotation of the MVE Class. The Responsible Entity will not seek the quotation of the MVE- Green class unless it is in the best interests of MVE – Green Class and will consult with the MVE – Green Class Unit Holders before doing so. Unit Holders holding MVE – Green Class units will not therefore have the advantages and disadvantages of the changes unless the MVE – Green Class is quoted	-
How will the Constitution amendments change the way the Fund operates?	If the changes to the Constitution are approved and made and the MVE Class is admitted to quotation on the market operated by Chi-X Australia Limited (“CXA”), the MVE Class will be available for trading on CXA while continuing to permit applications and redemptions by the submission of applications or redemption requests. The ability to access the MVE Class on and off market is described as the “Dual Access Model”	Section 4.3(a) (paragraph 2)

Question	Answer	Where found
How will the Dual Access Model work?	The Responsible Entity will establish an issuer sponsored sub register for Unit Holders who do not wish to trade their units on CXA and a broker sponsored sub register for those who do. The Responsible Entity will be the market maker in Units of the MVE Class, tasked with ensuring sufficient liquidity to enable investors to buy and sell the Units.	Section 4.3(a) (paragraphs 4 – 5)
How will Class Units be priced under the Dual Access Model?	The method for determining the price at which off-market investors or Unit Holders holding their Units on the issuer sponsored sub register may apply for and redeem Units will not change. For Units traded on CXA, the Responsible Entity acting as market maker will offer to buy and sell Units to provide liquidity in accordance with CXA rules, but the price offered will reflect the Responsible Entity's view of the Net Asset Value of the MVE Class and other considerations	Section 4.3(a) (paragraph 6)
What are the advantages?	The advantages of a change in the Constitution and the adoption of the Dual Access Model include: flexibility in the way Unit Holders can access or exit the MVE Class, enhanced disclosure, a potential increase in the size of the MVE Class, and the ability to determine the price of Class Units for Unit Holders holding their Units on the broker sponsored sub register at any time during the trading day.	Section 4.5(a)
What are the disadvantages?	The RE has identified a number of potential disadvantages and these, along with the expected mitigants to the disadvantages, are set out in section 4.5(b) below. The disadvantages include: for Unit Holders of a Class whose Units are quoted, exposure to the risk of losses from market-making, lack of direct market-making expertise on the part of the Responsible Entity, risk of losses from an inaccurate iNAV; the risk of potential conflict between the interests of the Responsible Entity and those of unit holders, and increased operational risks introduced by the Dual Access Model.	Section 4.5(b)

Question	Answer	Where found
Will the management fee payable to the Responsible Entity change?	No, the management fee paid to the Responsible Entity will not change as a result of the changes to the Constitution and the introduction of the Dual Access Model. However, if you have negotiated a reduced management fee, we will not be able to support paying you a rebate if your MVE Class Units are held on the broker sponsored sub register	4.5(a)
Will the costs change?	The Responsible Entity will pay all the additional direct costs arising from the Dual Access Model including fees for the quotation of MVE Class payable to CXA and increased registry costs. However, costs associated with market making losses will be payable from the pool of assets of a Class which is quoted	Section 4.5(a) and (b)
Will there be any impact on the investment strategy of the Trust?	No, the investment strategy will not change for any Class	Section 4.5(a)
When will the changes take effect?	If the changes to the Constitution are approved, the Responsible Entity will amend the Constitution by a deed and will seek the quotation of the MVE Class on CXA. The Responsible Entity expects that the steps will be completed by late February 2021	Section 4.6
Does the Responsible Entity recommend that the changes in the Constitution be approved	Yes, the board of the Responsible Entity unanimously recommends the changes in the Constitution detailed in Appendix A	Section 4.8

4.3 Background and rationale

(a) Background

The Trust currently has two classes of Units on issue: the MVE Class and the MVE Green - Class. Persons wishing to acquire or dispose of Units must complete written application or redemption forms for the relevant Class. A number of advisers of direct or indirect Unit Holders or potential Unit Holders in the MVE Class have expressed an interest for their clients to be able to access the investment strategy of the MVE Class by buying or selling units on a Securities Market in the same way that their clients can buy or sell shares in listed securities.

The Responsible Entity has investigated various options to facilitate investment in the MVE Class strategy and has formed the view that the structure which provides Unit Holders and potential investors in the MVE Class with a greater flexibility is one where Units in the MVE Class can be acquired by submitting an application form (as is currently the case) or by buying MVE Class Units on a Securities Market (which is not currently available). Similarly, under the proposed structure Unit Holders who wish to dispose of MVE Class Units can submit a withdrawal request to have their MVE Class Units redeemed (as is currently the case) or can seek to sell their units on a Securities Market (which is not currently available). The structure of being able to acquire or dispose of units either on or off a Securities Market is described in this memorandum as the **“Dual Access Model”**.

If the changes to the Constitution are approved by Unit Holders, the Responsible Entity will seek to implement the Dual Access Model by obtaining the quotation of MVE Class Units on Chi-X Australia (**CXA**),

a Securities Market operated by Chi-X Australia Pty Limited.

Prior to the quotation of the MVE Class, the Responsible Entity will establish two sub registers on which Unit Holders will hold their MVE Class Units: an issuer sponsored sub register which will be a continuation of the current register for Unit Holders who do not wish to trade their MVE Class Units on CXA or who subsequently are issued units following submission of an application form; and a broker sponsored sub register for Unit Holders who have purchased their Units or wish to trade their units on CXA. Unit Holders holding their MVE Class Units on one sub register can ask for their Units to be held on the other sub register, subject to any conditions which the Responsible Entity may require for the change in the sub register. Current MVE Class Unit Holders will therefore have the option of determining the sub register on which they wish to hold their MVE Class Units.

A second major change following quotation of the MVE Class will be that the Responsible Entity will have a right to be the “market maker” of Units in the MVE Class on behalf of the MVE Class. Under the rules of the CXA, the Responsible Entity as the issuer of MVE Class Units must ensure that, subject to the CXA rules, there is sufficient liquidity on market to allow investors to buy and sell MVE Class Units. This requirement can be met initially by an external or internal market maker participating in the market for Units but will no longer be required if trading by investors becomes sufficiently active. Engaging an external market maker to provide the necessary liquidity would require the Responsible Entity to disclose the entire portfolio of the MVE Class on each day that CXA is open for trading. The Responsible Entity does not believe that disclosure of the entire MVE Class portfolio on a daily basis is in the interests of MVE Class Unit Holders as it could mean that the intellectual property in the Responsible Entity’s investment strategy for the MVE Class would be available to the whole market instead of only the Unit Holders of the MVE Class and certain other of the Responsible Entity’s clients, creating the possibility for a level of trading that creates market distortions. ASIC and CXA rules permit in certain circumstances for an issuer to act as the market maker and not to disclose portfolio holdings on a daily basis (see section 4.4 for a discussion of the advantages and disadvantages of the Responsible Entity acting as a market maker).

Under the Dual Access Model, the method for determining the price at which Unit Holders are issued and redeemed will not change and will continue to be governed by the current terms of the Trust’s Constitution. The issue price and redemption price of MVE Class Units will therefore continue to be calculated at the market value of the MVE Class’s assets less accrued expenses and other liabilities (“NAV”) divided by the number of units on issue plus or minus the buy / sell spread (which is the Responsible Entity’s estimate of the transaction costs of acquiring or disposing of assets).

The Responsible Entity acting as market maker on CXA will offer to sell and buy MVE Class Units in order to provide liquidity in accordance with CXA rules. The Constitution, once amended, will not define the price at which the Responsible Entity acting as market maker sells and buys MVE Class Units, however, the price offered will reflect the NAV of the MVE Class as determined by the Responsible Entity (which will be known as the “iNAV” and will be based on a calculation by an independent iNAV provider), the transaction costs of acquiring or selling portfolio assets, market conditions and the supply and demand for the MVE Class units during the relevant trading day (referred to as the “buy / sell spread for CXA traded MVE Class Units”). The Responsible Entity will arrange for the iNAV to be calculated and published, subject to any unexpected service interruptions, at one-second intervals throughout the trading day. The price at which it will sell units will be the iNAV plus the buy / sell spread for CXA traded MVE Class Units and will buy MVE Class Units at the iNAV less the buy / sell spread for CXA traded MVE Class Units. The Responsible Entity’s market making activities will be carried out for account of the MVE Class, so that profits and losses from the activity will be attributed to the asset pool for that Class (but not the MVE – Green Class).

(b) Why is an amendment to the Constitution required?

The Constitution of the Trust does not currently have the provisions necessary for Units to be able to be bought and sold on a Securities Market or for the Responsible Entity to act as market maker in order to permit the Dual Access Model to be implemented.

Under the Corporations Act, a Constitution can be amended by a special resolution at a meeting of Unit Holders or by the Responsible Entity without a meeting if the Responsible Entity reasonably considers the change will not adversely affect the Unit Holders’ rights. While the Responsible Entity believes that the amendments to the Constitution and the adoption of the Dual Access Model are in the best interests of the Unit Holders of the Trust as a whole, the amendments set out in section 4.4 and Appendix A below may adversely affect the Unit Holders’ rights (as that requirement has been interpreted by the courts) to have the Trust managed in accordance with the current terms of the Constitution.

4.4 Amendments to the Constitution

The proposed amendments include:

- + Where a class of Units is quoted, the Requirement to comply with the rules of the Securities Markets (ASX AQUA or CXA) for funds which are quoted
- + Provisions to facilitate sale and purchase of Units on market
- + Provisions to permit the Responsible Entity to act as market maker
- + Changes to how fractional entitlements to units are dealt with
- + Provisions for on-market buy-backs by the Responsible Entity
- + Broadening the methods for the transfer of units

Specific details on each of the proposed amendments are contained in Appendix A below.

4.5 Advantages and disadvantages for Unit Holders of the proposed amendments to the Constitution and the consequent adoption of the Dual Access Model

The Responsible Entity considers that the amendment of the Constitution to incorporate the changes described in Section 4.4 above and Appendix A below in order to permit the adoption of the Dual Access Model is in the best interests of Unit Holders as a whole. In making this determination, the Responsible Entity has considered the following advantages and disadvantages (including any expected mitigants) of the amendments of the Constitution and the adoption of the Dual Access Model for Unit Holders:

(a) Advantages

- + Flexibility in the way Unit Holders can access or exit the MVE Class while having no impact to the existing MVE investment portfolio, philosophy or approach.
- + The Responsible Entity will need to comply with enhanced disclosure requirements for the MVE Class imposed both by CXA and section 675 of the Corporations Act (however the MVE Class while “quoted” will not be “listed” and therefore will not be subject to the continuous disclosure regime that applies to listed entities).
- + The Dual Access Model may be attractive to investors who currently do not invest in unlisted funds thus potentially increasing the size of the MVE Class. An increase in the size of the MVE Class could benefit existing unit holders by potentially enhancing the Responsible Entity’s bargaining power for the Fund in dealing with counterparties and improving the continuance of the Trust in different market conditions.
- + The quoting of a Class on a Securities Market allows Unit Holders who hold their Units on a broker sponsored sub register to determine the price of Class Units at any time during the trading day as the price will be the price at which Class Units have last traded on the Securities Market.
- + The management fee payable to the Responsible Entity will not change. However, if you have negotiated a reduced management fee, we will not be able to support paying you a rebate if your MVE Class Units are held on the broker-sponsored sub register
- + The Responsible Entity will bear the costs of seeking quotation of the MVE Class and will pay ongoing fees to Chi-X for maintaining that quotation. The flexibility introduced by quotation will not therefore give rise to an increase in direct costs borne by any Class. The existing rights of Unit Holders to apply for and redeem Units in the MVE Class will not change, and the terms of the MVE Green class will not change at all.

(b) Disadvantages

Issue	Explanation	Mitigant
All members of a Class whose units are quoted will be exposed to the risk of losses from market making	Profits and losses of the market making activity are to the account of the quoted MVE Class. These could result from errors in the execution or settlement of transactions or the prices at which units are bought and sold on CXA. Each time units are bought and sold on CXA during a trading day they will be bought and sold at different prices, the differences between the buy and sell prices may result in losses on the account of the Class	Manage market making losses and profits by the spread between buy and sell prices at which the Responsible Entity will trade MVE Class Units with investors, hedging where necessary and ensuring that the iNAV is reliable. There remain risks that these mitigants will not be effective, especially during extreme market conditions
Market making expertise	The Responsible Entity does not have direct experience providing market making services	The methodology for the calculation of the spread between buy and sell prices will be reviewed and approved by an internal committee within the Responsible Entity which includes members who have the required expertise to approve the methodology. The Responsible Entity will also engage an agent for market making to adjust the buy/ sell spread during the course of the trading day in accordance with the methodology approved by the committee. However, there remains a risk that the agent for market making does not fulfil its obligations in a direct and timely manner which may give rise to losses
Inaccurate iNAV may cause losses to the Class through the Responsible Entity's market making or losses to Unit Holders buying or selling through CXA	<p>Risk that:</p> <p>(a) the file used to create the iNAV may not contain (i) up to date portfolio valuations of closing prices of any non-Australian constituents of the Class assets; or (ii) up to date non-Australian portfolio constituents as all trading in the non-Australian portfolio assets may not be recorded before the file is prepared</p> <p>(b) iNAV is not updated to reflect changes in value of the underlying portfolio</p>	<p>As the weight of non-Australian securities in the MVE Class portfolio is not greater than 20%, the daily trades in these securities is not expected to have a material impact on the market value of the MVE Class. To the extent that the risk relating to up to date valuations is material, the Responsible Entity will seek to determine the fair value of assets which are not updated where appropriate</p> <p>The Responsible Entity will engage a party who is experienced in calculating and disseminating the iNAV at one second intervals during the trading day</p>

Issue	Explanation	Mitigant
Potential Conflict of interest	<p>Risk that the Responsible Entity in its personal capacity will prefer its own interests to earn fees from a fund with expanded retail distribution over the interests of Unit Holders to avoid the market making losses which may arise from having quoted units</p> <p>Risk that the Responsible Entity may use its market making activities to influence the perception of the performance of the MVE Class by seeking to use market making to make gains at the expense of purchasers of Units on market. The Responsible Entity may also seek to discourage the selling of units by its market making activities as this could reduce the management fee payable to the Responsible Entity.</p> <p>Risk that AB prefers the interests of the Unit Holders who transact their Units on the Securities Market over the unquoted members or vice versa.</p>	<p>These risks are managed by (a) the expansion of the MVE Class could be beneficial to existing members as it provides flexibility and the increased scale of the Class will reduce costs per unit and strengthen the Class' existence as a going concern; (b) the Responsible Entity's arrangements seek to lessen the incidence of market making losses and gains including the engagement of an agent for market making applying procedures agreed by an internal committee within the Responsible Entity; (c) engaging an agent for market making also helps to mitigate conflicts as the strategy used by the agent and adopted and approved by an internal committee of the Responsible Entity is based on predetermined set of parameters that include considerations for different market conditions; and (d) the potential conflicts of interest and associated mitigating arrangements will be reflected in the Responsible Entity's Conflicts of Interest register which is reported quarterly to the Board of the Responsible Entity</p>
Increased Operational Risks introduced by the Dual Access Model	New tasks associated with market making create operational risk	New tasks will be integrated into existing Responsible Entity's systems and workflows, which allows us to use the embedded risk controls in our equity order management and trading technology
Increased costs to operate the Dual Access Model	The Dual Access Model gives rise to costs which are additional to operating a Trust which is not quoted including fees to the Market Operator and agent for market making and costs for running two sub registries and for the calculation and dissemination of the iNAV	The Responsible Entity in its personal capacity will pay for these additional costs out of its existing management fee (which remains unchanged). Therefore, additional costs to support the Dual Access Model will not be borne by any Class

4.6 What happens if the Resolution is passed?

The Resolution to amend the Constitution will be passed if the Meeting is validly convened with the required quorum and at least 75% of the votes validly cast are in favour of the Resolution.

If the Resolution is passed, the Responsible Entity will make the Proposed Amendments to the Constitution by executing a supplemental deed in the form produced to the Meeting and lodging it with ASIC.

4.7 What happens if the Resolution is not passed?

If the Resolution is not passed, the supplemental deed will not be executed and the Proposed Amendments will not be effective and will not be made to the Constitution and the MVE Class will not be able to be quoted for trading.

4.8 Does the Responsible Entity recommend the Resolution?

The board of the Responsible Entity has formed the view that the Proposed Amendments to the Constitution are in the best interests of Unit Holders as a whole, and recommend that Unit Holders cast their vote in favour of the Resolution.

5 Glossary

Capitalised terms in this Notice of Meeting have the meaning given to those terms in the Constitution of the Trust or in this Notice of Meeting as set out below and within this document (as applicable):

ASIC	means Australian Securities and Investments Commission
ASX	means ASX Limited or a market operated by it
Chair	means the person appointed by the Responsible Entity to be the chair of the Meeting in accordance with the Constitution and Corporations Act.
Constitution	means the Constitution of the Trust dated 22 February 2002 (as amended from time to time)
Constitution Redline	means proposed amendments to the Constitution as set out in the marked up copy of the Constitution available at our website at here .
Corporations Act	means the <i>Corporations Act 2001</i> (Cwlth)
Class	means a class of the Trust
CXA	Chi-X Australia Pty Ltd ACN 129 584 667 or the market operated by it
Dual Access Model	means the structure of being able to acquire or dispose of Units either on or off a Securities Market
Explanatory Notes	means the explanatory notes which form part of this document
Market Operator	means CXA or ASX, or any other entity that operates a financial market on which Units are traded, as relevant
Meeting	has the meaning given on page 1 of this document.
MVE Class	means the MVE Class of the Trust
NAV	means the market value of the MVE Class's assets less accrued expenses and other liabilities
Notice of Meeting	means the notice of Meeting contained in this document
Proposed Amendments	means the amendments set out in Annexure A to the Notice of Meeting and the Constitution Redline.
Responsible Entity	means AllianceBernstein Investment Management Australia Limited (ABN 58 007 212 606)
Resolution	means the resolution set out in the Notice of Meeting which forms part of this document.
Securities Market	means a securities market operated by a Market Operator

Trust means AllianceBernstein Managed Volatility Equities Fund (ARSN 099 739 447)

Unit Holders means holders of Trust units

Annexure A (Summary of Proposed Amendments to Constitution)

As set out in the Notice of Meeting, the Proposed Amendments are related to the purpose of allowing the units in the Trust to be traded on a Securities Market, while retaining the current application and redemption process for Unit Holders who do not wish to buy or sell their units on a Securities Market, known as the “**Dual Access Model**”.

Set out below is a summary of the Proposed Amendments to the Constitution, comparing the key changes with the provisions of the Constitution as it presently stands. References are to the Constitution Redline. For a full understanding of the proposed changes, Unit Holders should review the whole of the Constitution Redline, a copy of which can be obtained from our website at [here](#).

Existing provisions	Proposed changes	Constitution clause reference
Acquiring and disposing of units		
<p>Applications for units in the Trust may be made by completing and submitting an application form and paying the subscription amount. Newly created units are then issued to the applicant. Unit Holders may exit the Trust by submitting a withdrawal request, and the Responsible Entity will normally redeem the Units and pay the withdrawal proceeds from the assets of the Trust.</p>	<p>Under the new provisions, it will be possible to acquire Units of a Class which is quoted either by making an application as now, or by buying them on the Securities Exchange on which they are quoted.</p> <p>Unit Holders will be able, in normal circumstances, to dispose of their Units either by selling on the Securities Exchange or by way of a redemption request. This may involve having the Units moved to the relevant register (issuer-sponsored or broker-sponsored). See below under Sub registers.</p> <p>The price for buying and selling units on-market will be the price the transaction is completed on the Securities Exchange.</p>	<p>4.9, 5.5, 5.6, 13.1(g) to (j)</p>
Sub registers		
<p>Currently, units are recorded in a single unit register (with the different classes designated)</p>	<p>To facilitate the Dual Access Model, under the Proposed Amendments the Responsible Entity will establish at least two sub registers for the units: (i) the existing issuer-sponsored sub register for units which are not quoted for trading on the Securities Market, and (ii) one or more broker-sponsored sub registers for Unit Holders who have purchased their Units of a Class which is quoted on a Securities Market or have acquired them through applications and wish to trade them on the Securities Market.</p> <p>The Responsible Entity may require a Unit Holder who holds their units on a broker-sponsored sub register and wants to redeem off market to have the units moved to the issuer-sponsored sub register. Conversely, a Unit Holder will need to move any units they hold on the issuer-sponsored sub register to a broker-sponsored sub register if they want to sell on-market.</p> <p>Moving from one sub register to another does not change the class to which the units belong.</p>	<p>3.5(f), 4.4(b), 5.1(d) and related definitions in clause 1.1 (in particular, see definition of ‘Register’)</p>

Existing provisions	Proposed changes	Constitution clause reference
Responsible Entity's powers		
<p>The Responsible Entity currently has broad powers to operate the Trust, and these will not be diminished.</p>	<p>The Proposed Amendments expressly empower the Responsible Entity to do all things necessary to effect quotation of a class of units (or suspend or remove the class from quotation).</p> <p>The Responsible Entity will also be able to prescribe detailed procedures relating to the issue and redemption of units which will be binding on Unit Holders. These powers are intended to allow the Responsible Entity to adapt the operations of the Trust to requirements of the relevant Securities Exchange.</p> <p>The Responsible Entity will also have specific powers to enable market making (see below) and to impose a holding lock on trading on the Securities Exchange in specified circumstances.</p>	6.4(a)
Market marking		
<p>Currently under the Constitution, the Trustee is only required to provide liquidity to Unit Holders by satisfying valid withdrawal requests whilst the Trust is liquid and if withdrawals are not suspended.</p>	<p>Under the Proposed Amendments, the Responsible Entity will have the ability to provide liquidity in respect of quoted units trading on a Securities Market by acting as buyer and seller of units (i.e., by being a "market maker"). The price offered for those transactions will reflect the Responsible Entity's view of the NAV as determined by the Responsible Entity (see section 1.3(a) of the Notice of Meeting for further information). The trading for market making will be carried out by the Responsible Entity on account of the Trust, and any losses or gains arising from market making for the Units of a Class which is quoted must be attributed to the pool of assets of that Class. No gains or losses would be attributed to any other Class</p>	4.9, 6.4(b), 12.2(a), and 22, in particular clause 22.8
Suspension of redemptions		
<p>The Constitution currently permits suspension of redemption of units in certain circumstances, such as where there is closure or restriction on trading on an exchange on which the Trust's assets are traded.</p>	<p>The list of circumstances where redemptions can be suspended will include action by the operator of the Securities Market on which a class of units is quoted that makes it impossible or impractical for the Responsible Entity to satisfy a withdrawal request.</p>	5.3(b)(vi) of
Fractional Entitlements		
<p>Currently the Constitution allows units in the Trust to be issued and redeemed in fractions.</p>	<p>The Proposed Amendments provide that fractions of a unit in a class that is quoted must not be issued, and that if any fractions of units are on issue at a time when a class is to be quoted, the Responsible Entity may cancel the fractions with effect from the date of quotation. The reason for</p>	3.2(a) and 3.2(c)

Existing provisions	Proposed changes	Constitution clause reference
	this is that fractions of units cannot trade on a Securities Market.	
Compliance with the rules of the Securities Markets		
Not currently relevant	The Proposed Amendments include both general and, where required, specific provisions such that the Constitution is expressed to be subject to the relevant clearing, settlement and operating rules applicable to the relevant Securities Market. They also allow provisions of the Corporations Act or ASIC relief to apply such that those provisions are taken to amend the Constitution as required. The Unit Holders, under the Proposed Amendments, are taken to have authorised the Responsible Entity to make such amendments to the Constitution.	1.4 to 1.8 and 5.2(h).
Buy-back of Units on market		
Not currently relevant	<p>The Proposed Amendments authorise the Responsible Entity to conduct a buy-back of Units quoted on the Securities Market in accordance with the requirements of the Corporations Act and applicable operating rules of the Securities Market.</p> <p>The purchase price of Units under a buy-back is determined by the Responsible Entity, and it may be a range of prices which is adjusted from time to time during the buy-back. However, the maximum purchase price on any day cannot exceed the average market price over the preceding 5 days by more than 5%. Units acquired by the Responsible Entity under a buy-back will be cancelled.</p>	5.6

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

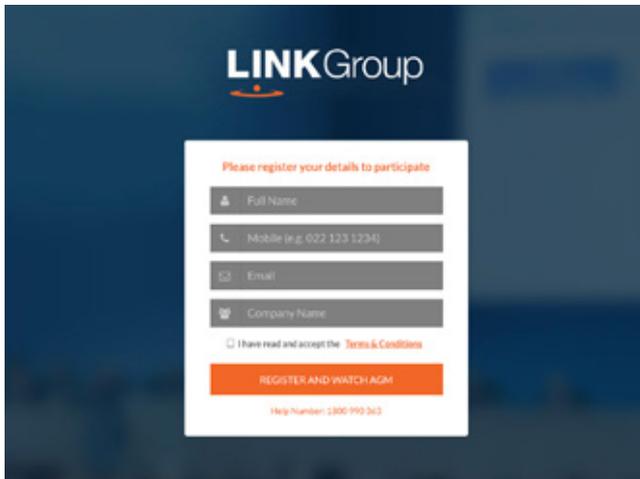
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide



Step 1

Open your web browser and go to <https://agmlive.link/ABMV20> and select the relevant meeting.

Step 2

Log in to the portal using your full name, mobile number, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

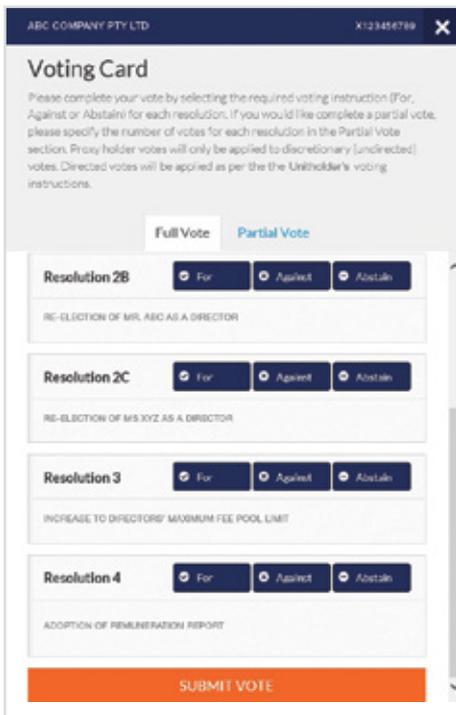
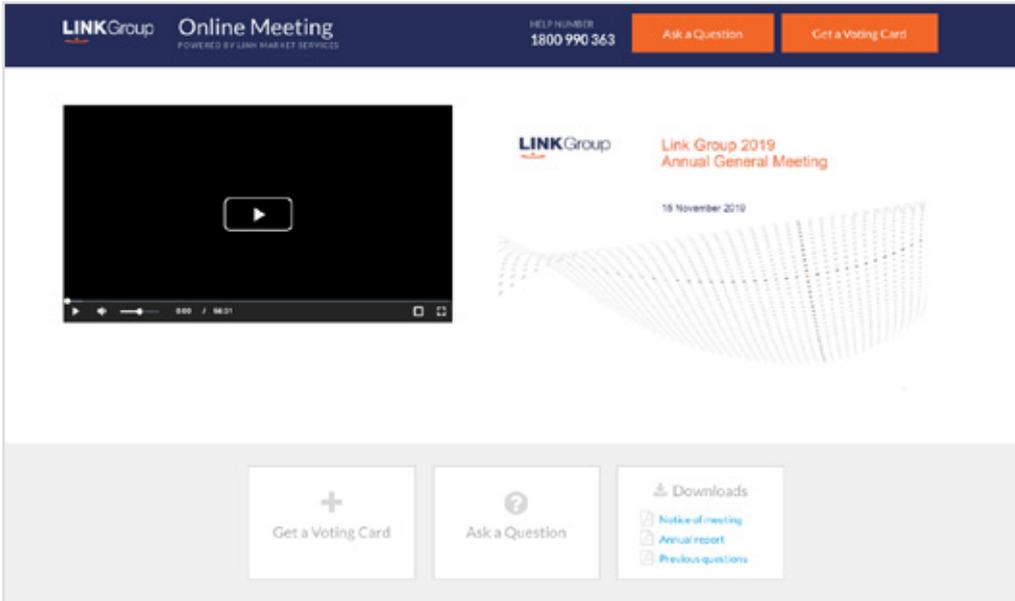
A screenshot of the "Voting Card" registration form. The form is titled "Voting Card" and includes a sub-header "Please provide your Shareholder or Proxy details". It is divided into two sections: "SHAREHOLDER DETAILS" and "PROXY DETAILS". The "SHAREHOLDER DETAILS" section has fields for "Shareholder Number" and "Post Code", with a note "Outside Australia" and an orange button "SUBMIT DETAILS AND VOTE". The "PROXY DETAILS" section has a field for "Proxy Number" and an orange button "SUBMIT DETAILS AND VOTE". A central "OR" button separates the two sections.

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

Once voting has been closed all voting cards will automatically be submitted and cannot be changed.

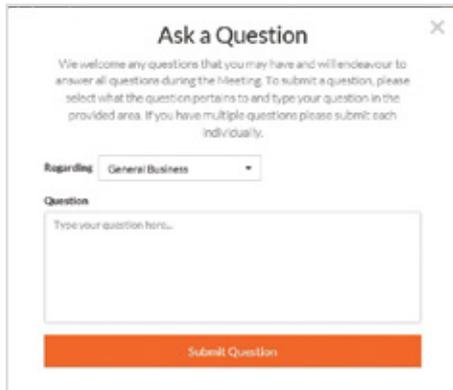
At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

You will only be able to ask a question after you have registered to vote. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.



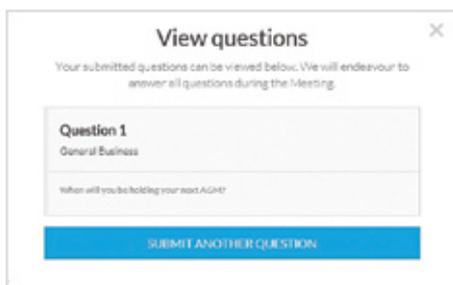
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



3. Downloads

View relevant documentation in the Downloads section.

Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

At the close of the meeting any votes you have placed will automatically be submitted.

Contact us

Australia

T 1300 554 474

E info@linkmarketservices.com.au

New Zealand

T +64 9 375 5998

E enquiries@linkmarketservices.co.nz