

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
AB CAP FUND, INC. - AB ALL MARKET INCOME PORTFOLIO		47-1562945	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
AB INVESTOR SERVICES, INC.	(800) 221-5672	https://www.alliancebernstein.com/corporate/contact-us.htm	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and ZIP code of contact	
P.O. BOX 786003		SAN ANTONIO, TX 78278-6003	
8 Date of action		9 Classification and description	
NOVEMBER 30, 2022		COMMON STOCK - REGULATED INVESTMENT COMPANY	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
SEE ATTACHED	N/A	SEE ATTACHED	N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ [THE ISSUER PAID MONTHLY DISTRIBUTIONS TO COMMON SHAREHOLDERS FROM JANUARY 2022 TO NOVEMBER 2022. 34.3% OF EACH OF THESE DISTRIBUTIONS CONSTITUTES A NON-TAXABLE RETURN OF CAPITAL.](#)

[SEE ATTACHED FOR DETAILS.](#)

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ [THE PORTION OF THE DISTRIBUTIONS THAT CONSTITUTE A NON-TAXABLE RETURN OF CAPITAL WILL DECREASE A U.S. TAXPAYER'S BASIS IN SHARES OF THE ISSUER.](#)

[SEE ATTACHED FOR DETAILS.](#)

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ [AT THE CLOSE OF THE ISSUER'S FISCAL YEAR ON 11/30/22, THE ISSUER'S CURRENT & ACCUMULATED E&P WAS CALCULATED UNDER IRC SECTION 312 AS MODIFIED BY SECTION 852\(c\) FOR A REGULATED INVESTMENT COMPANY \(RIC\) AND THE REGULATIONS THEREUNDER. THE AMOUNT OF E&P WAS COMPARED TO THE AMOUNT OF THE ISSUER'S FISCAL DISTRIBUTIONS TO SHAREHOLDERS. DISTRIBUTIONS IN EXCESS OF E&P WERE RECHARACTERIZED AS RETURN OF CAPITAL AND SHOULD BE APPLIED AS A REDUCTION IN EACH SHAREHOLDER'S TAX BASIS IN APPLICABLE SHARES.](#)

Part II **Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____
INTERNAL REVENUE CODE SECTIONS 301, 316, 852

18 Can any resulting loss be recognized? ▶ NO

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ _____
THE ORGANIZATIONAL ACTION IS REPORTABLE WITH RESPECT TO THE TAXABLE YEAR ENDED NOVEMBER 30, 2022. SHAREHOLDERS SHOULD CONSULT THEIR ADVISORS REGARDING THE EFFECT OF THE NON-TAXABLE RETURN OF CAPITAL IN LIGHT OF THEIR INDIVIDUAL CIRCUMSTANCES.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ▶ "A SIGNED COPY IS MAINTAINED BY THE ISSUER" Date ▶ _____

Paid Preparer Use Only	Print your name ▶	Preparer's signature	Title ▶	Check <input type="checkbox"/> if self-employed	PTIN
	Print/Type preparer's name		Date		
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

AB CAP FUND, INC. - AB ALL MARKET INCOME PORTFOLIO
Return of Capital Analysis

Shareholders of record on distribution date listed below will decrease their tax basis as follows:

<u>Share Class</u>	<u>CUSIP</u>	<u>Ticker Symbol</u>
Class A	01878T186	MRKAX
Class C	01878T178	MRKCX
Class Advisor	01878T160	MRKYX

<u>Distribution Date</u>	<u>Shares Class</u>	<u>Return of Capital per Share</u>
01/20/2022	Class A	\$ 0.006757100
02/18/2022	Class A	\$ 0.006517000
03/18/2022	Class A	\$ 0.005762400
04/20/2022	Class A	\$ 0.006276900
05/20/2022	Class A	\$ 0.005933900
06/17/2022	Class A	\$ 0.005488000
07/20/2022	Class A	\$ 0.008780800
08/19/2022	Class A	\$ 0.009466800
09/20/2022	Class A	\$ 0.008986600
10/20/2022	Class A	\$ 0.008746500
11/18/2022	Class A	\$ 0.008197700
01/20/2022	Class C	\$ 0.004561900
02/18/2022	Class C	\$ 0.004390400
03/18/2022	Class C	\$ 0.003944500
04/20/2022	Class C	\$ 0.003738700
05/20/2022	Class C	\$ 0.003601500
06/17/2022	Class C	\$ 0.003807300
07/20/2022	Class C	\$ 0.006791400
08/19/2022	Class C	\$ 0.007717500
09/20/2022	Class C	\$ 0.007100100
10/20/2022	Class C	\$ 0.006997200
11/18/2022	Class C	\$ 0.006654200

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01/20/2022	Class Advisor	\$	0.007477400
02/18/2022	Class Advisor	\$	0.007203000
03/18/2022	Class Advisor	\$	0.006345500
04/20/2022	Class Advisor	\$	0.006997200
05/20/2022	Class Advisor	\$	0.006551300
06/17/2022	Class Advisor	\$	0.006105400
07/20/2022	Class Advisor	\$	0.009363900
08/19/2022	Class Advisor	\$	0.010015600
09/20/2022	Class Advisor	\$	0.009569700
10/20/2022	Class Advisor	\$	0.009329600
11/18/2022	Class Advisor	\$	0.008609300