

**Governance and Nominating Committee Charter
for the
AB Funds
(each, a “Company”)**

The Board of Directors/Trustees (the “Board”) of the Company, has adopted this Charter to govern the activities of the Governance and Nominating Committee (the “Committee”) of the Board. This Charter supersedes the Nominating Committee Charter previously adopted by the Board.

Statement of Purposes and Responsibilities

The purpose of the Committee is to assist the Board in carrying out its responsibilities with respect to governance of the Company and the selection, nomination, evaluation and compensation of members of the Board in accordance with applicable laws, regulations, stock exchange requirements and industry best practices. The primary responsibilities of the Committee are:

- to monitor and evaluate industry and legal developments affecting corporate governance and recommend from time to time appropriate policies and procedures for adoption by the Board;
- to monitor, evaluate and make recommendations to the Board with respect to the structure, size and functioning of the Board and its committees, including recommending the individual to serve as the Chairman of the Board;
- to identify, consider and recommend to the Board for nomination and re-nomination individuals who are qualified to become and continue as members of the Board or its committees, and to propose qualifications, policies and procedures relating thereto, including modifications to those set forth in the Company’s Bylaws, resolutions of the Board and this Charter;
- to assist the Board in establishing standards and policies for continuing Board membership and procedures for the evaluation of the performance of the Board and its committees;
- to review and make recommendations to the Board regarding compensation of Board and committee members and staffing for Board and committee chairmen; and
- to review the independence of counsel to the Board members who are not “interested persons” of the Company (“Independent Directors”) as defined in Section 2(a)(19) of

the Investment Company Act of 1940 (the “1940 Act”), including making the determination required by Rule 1-2(a)(6) under the 1940 Act.

Organization and Operation

The Committee shall be composed of as many members as the Board shall determine in accordance with the Company’s Bylaws, but in any event not less than two. The Committee must consist entirely of Independent Directors. The Board may remove or replace any member of the Committee at any time in its sole discretion. One or more members of the Committee may be designated by the Board as the Committee’s chairman or co-chairman, as the case may be.

Committee meetings shall be held in accordance with the Company’s Bylaws as and when the Committee or the Board determines necessary or appropriate. Except as may be otherwise set forth in the Company’s Bylaws or the Board may otherwise provide, the chairman, a co-chairman or any two members of the Committee may set the time and place of its meeting.

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to subcommittees of the Committee, which may consist of one or more members.

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management.

Governance and Evaluation

The Committee will assist the Board in vetting the independence of Board members and the financial expertise of Audit Committee members. It will review and make recommendations to the Board from time to time on corporate governance matters, such as:

- size of the Board and desired qualifications and expertise of Board members;
- appropriate Board committees, their size and membership;
- the individual to serve as Chairman of the Board (it being understood that the Chairman of the Board designates individuals to serve as chairmen of committees for approval by the Board);
- scheduling, agendas and minuting of Board and committee meetings;
- adequacy and timeliness of information provided to the Board and committees;
- expectations of Board members, including attendance at meetings, continuing education and ownership of shares of the Company;

- periodic evaluations of Board and committee performance including the review required to satisfy the Fund Governance Standards as defined in Rule 0-1(a)(7)(v) under the 1940 Act; and
- retirement, rotation and re-nomination policies for Board and committee members.

Evaluation of Board Members

The Committee will review at least annually the performance of each Board member, taking into account factors such as attendance at meetings, adherence to Board policies, preparation for and participation at meetings, commitment and contribution to the overall work of the Board and its committees, and whether there are health or other reasons that might affect the Director's ability to perform his or her duties. As part of the review process, the Chairman of the Committee or a designee approved by the Committee normally will interview each Board member to discuss the Board member's own performance as well as that of other Board members. The Chairman of the Committee or of the Board, after consultation with the other, shall initiate such further consideration and action as they believe is appropriate under all the circumstances with respect to any significant concern about the performance of a Board member. If a significant concern is expressed about the performance of the Chairman of the Committee or of the Board, the other may choose to consult with another member of the Board with regard to such further consideration and action.

Nominations for Board Membership

The Committee will identify, evaluate and recommend to the Board candidates for membership on the Board in accordance with policies and procedures of the Company in effect from time to time. The Committee may, but is not required to, retain a third party search firm at the Company's expense to identify potential candidates.

Qualifications for Nominees to the Board

The Committee may take into account a wide variety of factors in considering candidates for membership on the Board, including (but not limited to): (i) the candidate's knowledge in matters relating to the investment company industry; (ii) any experience possessed by the candidate as a director/trustee or senior officer of other public companies; (iii) the candidate's educational background; (iv) the candidate's reputation for high ethical standards and personal and professional integrity; (v) any specific financial, technical or other expertise possessed by the candidate, and the extent to which such expertise would complement the Board's existing mix of skills and qualifications; (vi) the candidate's perceived ability to contribute to the on-going functions of the Board, including the candidate's ability and commitment to attend meetings regularly, work collaboratively with other members of the Board and carry out his or her duties in the best interests of the Company; (vii) the candidate's ability to qualify as an Independent Director for purposes of the 1940 Act and any other standards of independence that may be relevant to the Company; (viii) the extent to which the candidate's background, skills, and experience would complement the background, skills, and experience of other nominees and contribute to the diversity of the Board; and (ix) such other factors (including race, gender,

ethnicity, religion, nationality, disability, sexual orientation or cultural background) as the Committee determines to be relevant in light of the existing composition of the Board and any anticipated vacancies or other factors. It is the Board's policy that Board members normally may not serve in a similar capacity on the board of a registered investment company that is not sponsored by the Company's investment adviser or its affiliates.

Identification of Nominees

In identifying potential nominees for the Board, the Committee may consider candidates recommended by one or more of the following sources: (i) the Company's current Board members, (ii) the Company's officers, (iii) the Company's investment adviser(s), (iv) the Company's shareholders (see below) and (v) any other source the Committee deems to be appropriate. The Committee will not consider self-nominated candidates.

Consideration of Candidates Recommended by Shareholders

The Committee will consider and evaluate nominee candidates properly submitted by shareholders on the same basis as it considers and evaluates candidates recommended by other sources. Appendix A to this Charter, as it may be amended from time to time by the Committee, sets forth qualifications and procedures that must be met or followed by shareholders to properly submit a nominee candidate to the Committee (recommendations not properly submitted will not be considered by the Committee).

Compensation

The Committee shall evaluate periodically, and make recommendations to the Board with respect to, the level and structure of the compensation of Board members (including compensation for serving on committees of the Board or as chairman or co-chairman of the Board or a committee) and the appropriateness and level of staffing for the Chairman of the Board and committee chairmen. The Committee shall consider, to the extent reasonably available, industry practices for compensation of members and chairmen of boards and committees and in providing staff to such chairmen.

Review of Independence of Counsel to the Independent Directors

The Committee shall monitor the independence of counsel to the Independent Directors, including, at least annually, determining, as contemplated by Rule 0-1(a)(6) under the 1940 Act, whether or not any representation by such counsel of the Company's investment adviser, principal underwriter, administrator or any of their control persons, since the beginning of the Company's last two completed fiscal years, is or was sufficiently limited that it is unlikely to adversely affect the professional judgment of the person in providing legal representation to the Independent Directors.

Procedures for the Committee's Consideration of Candidates Submitted by Shareholders

(amended and restated as of February 8, 2005)

A candidate for nomination as a Board member submitted by a shareholder will not be deemed to be properly submitted to the Committee for the Committee's consideration unless the following qualifications have been met and procedures followed:

1. A shareholder or group of shareholders (referred to in either case as a "Nominating Shareholder") that, individually or as a group, has beneficially owned at least 5% of the Company's common stock or shares of beneficial interest for at least two years prior to the date the Nominating Shareholder submits a candidate for nomination as a Board member may submit one candidate to the Committee for consideration at an annual meeting of shareholders.
2. The Nominating Shareholder must submit any such recommendation (a "Shareholder Recommendation") in writing to the Company, to the attention of the Secretary, at the address of the principal executive offices of the Company.
3. The Shareholder Recommendation must be delivered to or mailed and received at the principal executive offices of the Company not less than 120 calendar days before the date of the Company's proxy statement released to shareholders in connection with the previous year's annual meeting. If an annual meeting of shareholders was not held in the previous year, the Shareholder Recommendation must be so delivered or mailed and received within a reasonable amount of time before the Company begins to print and mail its proxy materials. Public notice of such upcoming annual meeting of shareholders may be given in a shareholder report or other mailing to shareholders or by any other means deemed by the Committee or the Board to be reasonably calculated to inform shareholders.
4. The Shareholder Recommendation must include: (i) a statement in writing setting forth (A) the name, date of birth, business address and residence address of the person recommended by the Nominating Shareholder (the "candidate"); (B) any position or business relationship of the candidate, currently and within the preceding five years, with the Nominating Shareholder or an Associated Person of the Nominating Shareholder; (C) the class or series and number of all shares of the Company owned of record or beneficially by the candidate, as reported to such Nominating Shareholder by the candidate; (D) any other information regarding the candidate that is required to be disclosed about a nominee in a proxy statement or other filing required to be made in connection with the solicitation of proxies for election of members of the Board pursuant to Section 20 of the 1940 Act and the rules and regulations promulgated thereunder; (E) whether the Nominating Shareholder believes that the candidate is or will be an "interested person" of the Company (as defined in the 1940 Act) and, if believed not to be an "interested person," information

regarding the candidate that will be sufficient for the Company to make such determination; and (F) information as to the candidate's knowledge of the investment company industry, experience as a director/trustee or senior officer of public companies, memberships on the boards of other registered investment companies and educational background; (ii) the written and signed consent of the candidate to be named as a nominee and to serve as a member of the Board if elected; (iii) the written and signed agreement of the candidate to complete a directors'/trustees' and officers' questionnaire if elected; (iv) the Nominating Shareholder's name as it appears on the Company's books and consent to be named as such by the Company; (v) the class or series and number of all shares of the Company owned beneficially and of record by the Nominating Shareholder and any Associated Person of the Nominating Shareholder and the dates on which such shares were acquired, specifying the number of shares owned beneficially but not of record by each and identifying the nominee holders for the Nominating Shareholder and each such Associated Person of the Nominating Shareholder; and (vi) a description of all arrangements or understandings between the Nominating Shareholder, the candidate and/or any other person or persons (including their names) pursuant to which the recommendation is being made by the Nominating Shareholder. "Associated Person of the Nominating Shareholder" as used in this paragraph 4 means any person required to be identified pursuant to clause (vi) and any other person controlling, controlled by or under common control with, directly or indirectly, the Nominating Shareholder or any person required to be identified pursuant to clause (vi).

5. The Committee may require the Nominating Shareholder to furnish such other information as it may reasonably require or deem necessary to verify any information furnished pursuant to paragraph 4 above or to determine the qualifications and eligibility of the candidate proposed by the Nominating Shareholder to serve on the Board. If the Nominating Shareholder fails to provide such other information in writing within seven days of receipt of written request from the Committee, the recommendation of such candidate as a nominee will be deemed not properly submitted and will not be considered by the Committee.