

GABELLI DIVIDEND & INCOME TRUST
Form N-PX
August 27, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM N-PX

**ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT
COMPANY**

Investment Company Act file number 811-21423

The Gabelli Dividend & Income Trust

(Exact name of registrant as specified in charter)

One Corporate Center

Rye, New York 10580-1422

(Address of principal executive offices) (Zip code)

Bruce N. Alpert

Gabelli Funds, LLC

One Corporate Center

Rye, New York 10580-1422

(Name and address of agent for service)

Registrant's telephone number, including area code: 1-800-422-3554

Date of fiscal year end: December 31

Date of reporting period: July 1, 2014 – June 30, 2015

Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (§§ 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant's proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 thereunder (17 CFR 270.30b1-4). The Commission may use the information provided on Form N-PX in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. § 3507.

PROXY VOTING RECORD**FOR PERIOD JULY 1, 2014 TO JUNE 30, 2015**Investment Company Report
FEDERAL-MOGUL HOLDING CORPORATION

Security	313549404	Meeting Type	Annual
Ticker Symbol	FDML	Meeting Date	09-Jul-2014
ISIN	US3135494041	Agenda	934030040 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	DIRECTOR	Management		
	1 CARL C. ICAHN		For	For
	2 SUNG HWAN CHO		For	For
	3 THOMAS W. ELWARD		For	For
	4 GEORGE FELDENKREIS		For	For
	5 HUNTER C. GARY		For	For
	6 RAINER JUECKSTOCK		For	For
	7 J. MICHAEL LAISURE		For	For
	8 DANIEL A. NINIVAGGI		For	For
	9 NEIL S. SUBIN		For	For

	THE APPROVAL, ON AN ADVISORY BASIS,			
2.	OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management Abstain		Against
	SEVERN TRENT PLC, BIRMINGHAM			

Security	G8056D159	Meeting Type	Annual General Meeting
Ticker Symbol		Meeting Date	16-Jul-2014
ISIN	GB00B1FH8J72	Agenda	705412411 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1	RECEIVE THE REPORT AND ACCOUNTS	Management	For	For

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	APPROVE THE DIRECTORS REMUNERATION		
2	REPORT OTHER THAN THE DIRECTORS REMUNERATION POLICY	ManagementFor	For
3	APPROVE THE DIRECTORS REMUNERATION POLICY	ManagementFor	For
4	ADOPT AND ESTABLISH THE SEVERN TRENT PLC LONG TERM INCENTIVE PLAN 2014	ManagementAbstain	Against
5	DECLARE A FINAL DIVIDEND	ManagementFor	For
6	RE-APPOINT TONY BALLANCE	ManagementFor	For
7	APPOINT JOHN COGLAN	ManagementFor	For
8	RE-APPOINT RICHARD DAVEY	ManagementFor	For
9	RE-APPOINT ANDREW DUFF	ManagementFor	For
10	RE-APPOINT GORDON FRYETT	ManagementFor	For
11	APPOINT LIV GARFIELD	ManagementFor	For
12	RE-APPOINT MARTIN KANE	ManagementFor	For
13	RE-APPOINT MARTIN LAMB	ManagementFor	For
14	RE-APPOINT MICHAEL MCKEON	ManagementFor	For
15	APPOINT PHILIP REMNANT	ManagementFor	For
16	RE-APPOINT ANDY SMITH	ManagementFor	For
17	APPOINT DR ANGELA STRANK	ManagementFor	For
18	RE-APPOINT AUDITORS	ManagementFor	For
19	AUTHORISE DIRECTORS TO DETERMINE	ManagementFor	For
20	AUDITORS REMUNERATION		
21	AUTHORISE POLITICAL DONATIONS	ManagementFor	For
22	AUTHORISE ALLOTMENT OF SHARES	ManagementFor	For
23	DISAPPLY PRE-EMPTION RIGHTS	ManagementAgainst	Against
24	AUTHORISE PURCHASE OF OWN SHARES	ManagementFor	For
	REDUCE NOTICE PERIOD FOR GENERAL MEETINGS	ManagementFor	For

WILLIS GROUP HOLDINGS PLC

Security	G96666105	Meeting Type	Annual
Ticker Symbol	WSH	Meeting Date	23-Jul-2014
ISIN	IE00B4XGY116	Agenda	934044885 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	ELECTION OF DIRECTOR: DOMINIC CASSERLEY	Management	For	For
1B.		Management	For	For

	ELECTION OF DIRECTOR: ANNA C. CATALANO		
1C.	ELECTION OF DIRECTOR: SIR ROY GARDNER	ManagementFor	For
1D.	ELECTION OF DIRECTOR: SIR JEREMY HANLEY	ManagementFor	For
1E.	ELECTION OF DIRECTOR: ROBYN S. KRAVIT	ManagementFor	For
1F.	ELECTION OF DIRECTOR: WENDY E. LANE	ManagementFor	For
1G.	ELECTION OF DIRECTOR: FRANCISCO LUZON	ManagementFor	For
1H.	ELECTION OF DIRECTOR: JAMES F. MCCANN	ManagementFor	For
1I.	ELECTION OF DIRECTOR: JAYMIN PATEL	ManagementFor	For
1J.	ELECTION OF DIRECTOR: DOUGLAS B. ROBERTS	ManagementFor	For
1K.	ELECTION OF DIRECTOR: MICHAEL J. SOMERS	ManagementFor	For
1L.	ELECTION OF DIRECTOR: JEFFREY W. UBBEN	ManagementFor	For
	TO RATIFY THE REAPPOINTMENT OF DELOITTE LLP AS INDEPENDENT AUDITORS UNTIL THE CLOSE OF THE NEXT ANNUAL GENERAL MEETING OF SHAREHOLDERS		
2.	AND AUTHORIZE THE BOARD OF DIRECTORS, ACTING THROUGH THE AUDIT COMMITTEE, TO FIX THE AUDITOR'S REMUNERATION.	ManagementFor	For
3.	TO APPROVE, ON AN ADVISORY BASIS, THE NAMED EXECUTIVE OFFICER COMPENSATION.	ManagementAbstain	Against
4.	TO APPROVE AN AMENDMENT TO THE COMPANY'S WILLIS GROUP HOLDINGS PUBLIC LIMITED COMPANY 2012 EQUITY	ManagementAgainst	Against

INCENTIVE PLAN (THE "2012 PLAN")
TO
INCREASE THE NUMBER OF SHARES
AUTHORIZED FOR ISSUANCE
UNDER THE
2012 PLAN.

- | | | | |
|----|---|-------------------|---------|
| 5. | TO RENEW THE DIRECTORS'
AUTHORITY TO
ISSUE SHARES UNDER IRISH LAW.
TO RENEW THE DIRECTORS'
AUTHORITY TO | ManagementFor | For |
| 6. | OPT-OUT OF STATUTORY
PRE-EMPTION
RIGHTS UNDER IRISH LAW.
TO AUTHORIZE HOLDING THE 2015
ANNUAL | ManagementAgainst | Against |
| 7. | GENERAL MEETING OF
SHAREHOLDERS AT
A LOCATION OUTSIDE OF IRELAND.
CONSTELLATION BRANDS, INC. | ManagementFor | For |

Security	21036P108	Meeting Type	Annual
Ticker Symbol	STZ	Meeting Date	23-Jul-2014
ISIN	US21036P1084	Agenda	934046118 - Management

- | Item | Proposal | Proposed
by | Vote | For/Against
Management |
|------|---|-------------------|------|---------------------------|
| 1. | DIRECTOR | Management | | |
| | 1 JERRY FOWDEN | | For | For |
| | 2 BARRY A. FROMBERG | | For | For |
| | 3 ROBERT L. HANSON | | For | For |
| | 4 JEANANNE K. HAUSWALD | | For | For |
| | 5 JAMES A. LOCKE III | | For | For |
| | 6 RICHARD SANDS | | For | For |
| | 7 ROBERT SANDS | | For | For |
| | 8 JUDY A. SCHMELING | | For | For |
| | 9 KEITH E. WANDELL | | For | For |
| | 10 MARK ZUPAN | | For | For |
| 2. | PROPOSAL TO RATIFY THE
SELECTION OF
KPMG LLP AS THE COMPANY'S
INDEPENDENT REGISTERED PUBLIC
ACCOUNTING FIRM FOR THE
FISCAL YEAR
ENDING FEBRUARY 28, 2015. | ManagementFor | | For |
| 3. | PROPOSAL TO APPROVE, BY AN
ADVISORY
VOTE, THE COMPENSATION OF THE
COMPANY'S NAMED EXECUTIVE | ManagementAbstain | | Against |

OFFICERS
AS DISCLOSED IN THE PROXY
STATEMENT.

REMY COINTREAU SA, COGNAC

Security	F7725A100	Meeting Type	MIX
Ticker Symbol		Meeting Date	24-Jul-2014
ISIN	FR0000130395	Agenda	705410380 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR"-AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE. THE FOLLOWING APPLIES TO SHAREHOLDERS THAT DO NOT HOLD SHARES DIRECTLY WITH A-FRENCH CUSTODIAN: PROXY CARDS: VOTING INSTRUCTIONS WILL BE FORWARDED TO THE-GLOBAL CUSTODIANS ON THE		Non-Voting	
CMMT	DEADLINE DATE. IN CAPACITY AS REGISTERED-INTERMEDIARY, THE GLOBAL CUSTODIANS WILL SIGN THE PROXY CARDS AND FORWARD-THEM TO THE LOCAL CUSTODIAN. IF YOU REQUEST MORE INFORMATION, PLEASE CONTACT-YOUR CLIENT REPRESENTATIVE.		Non-Voting	
CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLIC-KING ON THE MATERIAL URL LINK: https://balo.journal-officiel.gouv.fr/pdf/2014/-0616/201406161403103.pdf . PLEASE		Non-Voting	

NOTE

THAT THIS IS A REVISION DUE TO RECEIPT

O-F ADDITIONAL URL:

<https://balo.journal-officiel.gouv.fr/pdf/2014/0704/20140704-1403690.pdf>. IF YOU HAVE ALREADY SENT IN

YOUR VOTES, PLEASE DO NOT VOTE AGAIN- UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.

APPROVAL OF THE CORPORATE FINANCIAL

O.1	STATEMENTS FOR THE FINANCIAL YEAR ENDED ON MARCH 31ST, 2014	ManagementFor	For
O.2	APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON MARCH 31ST, 2014	ManagementFor	For
O.3	ALLOCATION OF INCOME AND SETTING THE DIVIDEND	ManagementFor	For
O.4	OPTION FOR THE PAYMENT OF THE DIVIDEND IN SHARES	ManagementFor	For
O.5	TRANSFER THE FRACTION OF THE AMOUNT OF THE LEGAL RESERVE ACCOUNT EXCEEDING 10% OF SHARE CAPITAL TO THE RETAINED EARNINGS ACCOUNT	ManagementFor	For
O.6	APPROVAL OF THE AGREEMENTS PURSUANT TO ARTICLE L.225-38 OF THE COMMERCIAL CODE	ManagementFor	For
O.7	DISCHARGE OF DUTIES TO THE DIRECTORS AND ACKNOWLEDGEMENT OF THE FULFILLMENT OF STATUTORY AUDITORS' DUTIES	ManagementFor	For
O.8	RENEWAL OF TERM OF MRS. DOMINIQUE HERIARD DUBREUIL AS DIRECTOR	ManagementFor	For
O.9	RENEWAL OF TERM OF MRS. LAURE HERIARD DUBREUIL AS DIRECTOR	ManagementFor	For
O.10		ManagementFor	For

	APPOINTMENT OF MRS. GUYLAINE DYEUVRE AS DIRECTOR		
O.11	APPOINTMENT OF MR. EMMANUEL DE GEUSER AS DIRECTOR	ManagementFor	For
O.12	RENEWAL OF TERM OF THE COMPANY AUDITEURS & CONSEILS ASSOCIES REPRESENTED BY MR. FRANCOIS MAHE AS PRINCIPAL STATUTORY AUDITOR	ManagementFor	For
O.13	APPOINTMENT OF PIMPANEAU ET ASSOCIES AS DEPUTY STATUTORY AUDITOR	ManagementFor	For
O.14	SETTING THE AMOUNT OF ATTENDANCE ALLOWANCES ADVISORY REVIEW ON THE COMPENSATION OWED OR PAID TO MR. FRANCOIS HERIARD	ManagementFor	For
O.15	DUBREUIL, PRESIDENT AND CEO, FOR THE FINANCIAL YEAR ENDED ON MARCH 31ST, 2014	ManagementFor	For
O.16	ADVISORY REVIEW ON THE COMPENSATION OWED OR PAID TO MR. JEAN-MARIE LABORDE, CEO FROM APRIL 1ST TO SEPTEMBER 30TH, 2013, FOR THE FINANCIAL YEAR ENDED ON MARCH 31ST, 2014	ManagementFor	For
O.17	ADVISORY REVIEW ON THE COMPENSATION OWED OR PAID TO MR. FREDERIC PFLANZ, CEO FROM OCTOBER 1ST, 2013 TO JANUARY 2ND, 2014, FOR THE FINANCIAL YEAR ENDED ON MARCH 31ST, 2014	ManagementFor	For
O.18	AUTHORIZATION TO THE BOARD OF DIRECTORS TO PURCHASE AND SELL SHARES OF THE COMPANY IN ACCORDANCE WITH THE SCHEME REFERRED TO IN ARTICLES L.225-209 ET	ManagementFor	For

O.19	SEQ. OF THE COMMERCIAL CODE POWERS TO CARRY OUT ALL LEGAL FORMALITIES AUTHORIZATION TO THE BOARD OF	ManagementFor	For
E.20	DIRECTORS TO REDUCE SHARE CAPITAL BY CANCELLATION OF TREASURY SHARES OF THE COMPANY DELEGATION OF AUTHORITY TO THE BOARD	ManagementFor	For
E.21	OF DIRECTORS TO DECIDE TO INCREASE SHARE CAPITAL WHILE MAINTAINING SHAREHOLDERS PREFERENTIAL SUBSCRIPTION RIGHTS BY ISSUING SHARES OF THE COMPANY AND/OR SECURITIES GIVING ACCESS TO CAPITAL OF THE COMPANY AND/OR BY ISSUING SECURITIES ENTITLING TO THE ALLOTMENT OF DEBT SECURITIES DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO DECIDE TO INCREASE	ManagementFor	For
E.22	SHARE CAPITAL WITH CANCELLATION OF SHAREHOLDERS PREFERENTIAL SUBSCRIPTION RIGHTS BY ISSUING SHARES OF THE COMPANY AND/OR SECURITIES GIVING ACCESS TO CAPITAL OF THE COMPANY AND/OR BY ISSUING SECURITIES ENTITLING TO THE ALLOTMENT OF DEBT	ManagementAgainst	Against
E.23	SECURITIES VIA PUBLIC OFFERING DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO DECIDE TO INCREASE	ManagementAgainst	Against

	<p>SHARE CAPITAL WITH CANCELLATION OF SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHTS BY ISSUING SHARES OF THE COMPANY AND/OR SECURITIES GIVING ACCESS TO CAPITAL OF THE COMPANY AND/OR BY ISSUING SECURITIES ENTITLING TO THE ALLOTMENT OF DEBT SECURITIES VIA AN OFFER PURSUANT TO ARTICLE L.411-2, II OF THE MONETARY AND FINANCIAL CODE AUTHORIZATION TO THE BOARD OF DIRECTORS TO SET THE ISSUE PRICE OF SECURITIES TO BE ISSUED UNDER THE</p>	<p>Management Against Against</p>
<p>E.24</p>	<p>TWENTY-SECOND AND TWENTY-THIRD RESOLUTIONS WITH CANCELLATION OF SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHTS UP TO 10% OF CAPITAL PER YEAR AUTHORIZATION TO THE BOARD OF DIRECTORS TO INCREASE THE NUMBER OF</p>	<p>Management Against Against</p>
<p>E.25</p>	<p>SECURITIES TO BE ISSUED IN CASE OF ISSUANCE WITH OR WITHOUT SHAREHOLDERS PREFERENTIAL SUBSCRIPTION RIGHTS AUTHORIZATION TO THE BOARD OF DIRECTORS TO ALLOCATE FREE</p>	<p>Management For For</p>
<p>E.26</p>	<p>SHARES EXISTING OR TO BE ISSUED TO EMPLOYEES AND SOME CORPORATE OFFICERS AUTHORIZATION TO THE BOARD OF DIRECTORS TO INCREASE SHARE</p>	<p>Management For For</p>
<p>E.27</p>		

CAPITAL
 BY ISSUING SHARES RESERVED
 FOR
 MEMBERS OF A COMPANY SAVINGS
 PLAN
 AUTHORIZATION TO THE BOARD
 OF
 DIRECTORS TO ALLOCATE THE

E.28 COSTS INCURRED BY THE CAPITAL INCREASES ON PREMIUMS RELATING TO THESE TRANSACTIONS
 ManagementFor For

E.29 POWERS TO CARRY OUT ALL LEGAL FORMALITIES
 ManagementFor For
 ITO EN,LTD.

Security	J25027103	Meeting Type	Annual General Meeting
Ticker Symbol		Meeting Date	24-Jul-2014
ISIN	JP3143000002	Agenda	705436625 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1	Approve Appropriation of Surplus	Management	For	For
2.1	Appoint a Director	Management	For	For
2.2	Appoint a Director	Management	For	For
2.3	Appoint a Director	Management	For	For
2.4	Appoint a Director	Management	For	For
2.5	Appoint a Director	Management	For	For
2.6	Appoint a Director	Management	For	For
2.7	Appoint a Director	Management	For	For
2.8	Appoint a Director	Management	For	For
2.9	Appoint a Director	Management	For	For
2.10	Appoint a Director	Management	For	For
2.11	Appoint a Director	Management	For	For
2.12	Appoint a Director	Management	For	For
2.13	Appoint a Director	Management	For	For
2.14	Appoint a Director	Management	For	For
2.15	Appoint a Director	Management	For	For
2.16	Appoint a Director	Management	For	For
2.17	Appoint a Director	Management	For	For

CABLE & WIRELESS COMMUNICATIONS PLC, LONDON

Security	G1839G102	Meeting Type	Annual General Meeting
Ticker Symbol		Meeting Date	25-Jul-2014

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ISIN	GB00B5KKT968	Agenda	705408626 - Management
Item	Proposal	Proposed by	Vote For/Against Management
1	TO RECEIVE THE ANNUAL REPORT AND ACCOUNTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2014 AND THE REPORTS OF THE DIRECTORS AND AUDITOR THEREON	Management	For
2	TO APPROVE THE DIRECTORS' REMUNERATION REPORT (EXCLUDING THE DIRECTORS' REMUNERATION POLICY SET OUT AT PAGES 58 TO 67 OF THE DIRECTORS' REMUNERATION REPORT) FOR THE YEAR ENDED 31 MARCH 2014 AS CONTAINED WITHIN THE ANNUAL REPORT AND ACCOUNTS	Management	For
3	TO APPROVE THE DIRECTORS' REMUNERATION POLICY, THE FULL TEXT OF WHICH IS CONTAINED IN THE DIRECTORS' REMUNERATION REPORT FOR THE YEAR ENDED 31 MARCH 2014, AS SET OUT AT PAGES 58 TO 67 OF THE DIRECTORS' REMUNERATION REPORT CONTAINED WITHIN THE ANNUAL REPORT AND ACCOUNTS, WHICH TAKES EFFECT FROM THE DATE OF THE 2014 AGM	Management	For
4	TO RE-ELECT SIR RICHARD LAPHORNE, CBE AS A DIRECTOR	Management	For
5	TO RE-ELECT SIMON BALL AS A DIRECTOR	Management	For
6	TO ELECT PHIL BENTLEY AS A DIRECTOR	Management	For
7	TO ELECT PERLEY MCBRIDE AS A DIRECTOR	Management	For

8	TO RE-ELECT NICK COOPER AS A DIRECTOR	ManagementFor	For
9	TO RE-ELECT MARK HAMLIN AS A DIRECTOR	ManagementFor	For
10	TO RE-ELECT ALISON PLATT AS A DIRECTOR	ManagementFor	For
11	TO RE-ELECT IAN TYLER AS A DIRECTOR	ManagementFor	For
12	TO APPOINT KPMG LLP AS AUDITOR OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT MEETING AT WHICH ACCOUNTS ARE LAID	ManagementFor	For
13	TO AUTHORISE THE DIRECTORS TO SET THE AUDITOR'S REMUNERATION TO DECLARE A FINAL DIVIDEND	ManagementFor	For
14	FOR THE YEAR ENDED 31 MARCH 2014 THAT THE AUTHORITY AND POWER CONFERRED UPON THE DIRECTORS TO ALLOT SHARES OR TO GRANT RIGHTS TO SUBSCRIBE FOR OR TO CONVERT ANY SECURITY INTO SHARES IN ACCORDANCE WITH ARTICLE 12 OF THE COMPANY'S ARTICLES OF ASSOCIATION SHALL APPLY UNTIL THE EARLIER OF THE CONCLUSION OF THE COMPANY'S AGM IN 2015 OR 30 SEPTEMBER 2015, AND FOR THAT PERIOD THERE SHALL BE TWO SECTION 551 AMOUNTS (AS DEFINED IN ARTICLE 12(B)) OF (I) USD 42 MILLION; AND (II) USD 84 MILLION (SUCH AMOUNT TO BE REDUCED BY ANY ALLOTMENTS OR GRANTS MADE UNDER (I) ABOVE) WHICH THE DIRECTORS	ManagementFor	For
15			

SHALL ONLY BE EMPOWERED TO
USE IN
CONNECTION WITH A RIGHTS ISSUE
(AS
DEFINED IN ARTICLE 12(E)). ALL
PREVIOUS
AUTHORITIES UNDER ARTICLE
12(B) ARE
REVOKED, SUBJECT TO ARTICLE
12(D)
THAT, SUBJECT TO THE PASSING OF
RESOLUTION 15, THE AUTHORITY
AND
POWER CONFERRED UPON THE
DIRECTORS TO ALLOT EQUITY
SECURITIES
FOR CASH IN ACCORDANCE WITH
ARTICLE
12 OF THE COMPANY'S ARTICLES
OF
ASSOCIATION SHALL APPLY UNTIL
THE
EARLIER OF THE CONCLUSION OF
THE
COMPANY'S AGM IN 2015 OR 30
SEPTEMBER

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