

Important notice regarding the availability of proxy materials for the shareholder meeting to be held on AUGUST 18, 2010:
the proxy statement is available at www.delawareinvestments.com/proxy.

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**DELAWARE INVESTMENTS
2005 MARKET STREET
PHILADELPHIA, PA 19103**

**JOINT ANNUAL MEETING OF SHAREHOLDERS - AUGUST 18, 2010
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

DELAWARE INVESTMENTS DIVIDEND AND INCOME FUND, INC.

The undersigned hereby revokes all previous proxies for his/her shares and appoints Michael E. Dresnin, Deidre A. Downes, and Kathryn R. Williams, or any of them, with the right of substitution, proxies of the undersigned at the Joint Annual Meeting of Shareholders of the Fund indicated on the reverse side of this proxy card to be held at the offices of Stradley Ronon Stevens & Young, LLP, One Commerce Square, 2005 Market Street, 26th Floor, Philadelphia, Pennsylvania 19103, on Wednesday, August 18, 2010 at 4:00 p.m. Eastern time, or at any postponements or adjournments thereof, with all the powers which the undersigned would possess if personally present, and instructs them to vote in their discretion upon any matters which may properly be acted upon at this Meeting and specifically as indicated on the reverse side of this proxy card. Please refer to the proxy statement for a discussion of these matters.

RECEIPT OF THE NOTICE OF THE JOINT ANNUAL MEETING OF SHAREHOLDERS AND THE ACCOMPANYING PROXY STATEMENT, WHICH DESCRIBES THE MATTER TO BE CONSIDERED AND VOTED ON, IS HEREBY ACKNOWLEDGED.

BY SIGNING AND DATING THIS PROXY CARD, YOU AUTHORIZE THE PROXIES TO VOTE ON THE PROPOSAL DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT AS MARKED, OR IF NOT MARKED, TO VOTE "FOR" THE PROPOSAL, AND TO USE THEIR DISCRETION TO VOTE ON ANY OTHER MATTER THAT MAY PROPERLY COME BEFORE THE MEETING. PLEASE COMPLETE AND MAIL THIS PROXY CARD AT ONCE IN THE ENCLOSED ENVELOPE.

PLEASE SIGN AND DATE ON THE REVERSE SIDE.

**PROXY TABULATOR
P.O. BOX 9112
FARMINGDALE, NY 11735**

To vote by Internet

- 1) Read the Proxy Statement and have the proxy card below at hand.
- 2) Go to website www.proxyvote.com
- 3) Follow the instructions provided on the website.

To vote by Telephone

- 1) Read the Proxy Statement and have the proxy card below at hand.
- 2) Call **1-800-690-6903**
- 3) Follow the instructions.

To vote by Mail

- 1) Read the Proxy Statement.
- 2) Check the appropriate boxes on the proxy card below.
- 3) Sign and date the proxy card.
- 4) Return the proxy card in the envelope provided.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

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KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

**DELAWARE INVESTMENTS DIVIDEND AND INCOME
FUND, INC.**

Vote on Directors

1. To elect the following nominees as Directors of the Fund:

- 01) THOMAS L. BENNETT
- 02) PATRICK P. COYNE
- 03) JOHN A. FRY
- 04) ANTHONY D. KNERR
- 05) LUCINDA S. LANDRETH
- 06) ANN R. LEVEN
- 07) THOMAS F. MADISON
- 08) JANET L. YEOMANS
- 09) J. RICHARD ZECHER

For All Withhold All For All Except

To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.

THIS PROXY CARD IS ONLY VALID WHEN SIGNED AND DATED. PLEASE DATE AND SIGN NAME OR NAMES BELOW AS PRINTED ABOVE TO AUTHORIZE THE VOTING OF YOUR SHARES AS INDICATED ABOVE. WHERE SHARES ARE REGISTERED WITH JOINT OWNERS, ALL JOINT OWNERS SHOULD SIGN. PERSONS SIGNING AS EXECUTOR, ADMINISTRATOR, TRUSTEE OR OTHER REPRESENTATIVE SHOULD GIVE FULL TITLE AS SUCH.

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Signature [PLEASE SIGN WITHIN BOX] Date

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Signature (Joint Owners) Date