



THE GABELLI DIVIDEND & INCOME TRUST

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Dear Fellow Shareholder:

On April 15, 2014, shareholders approved the spin-off of The Gabelli Global Small and Mid Cap Value Trust (the “Global Trust”), a newly organized, diversified, closed-end management investment company. The Gabelli Dividend & Income Trust (the “Dividend Trust”) will contribute approximately \$100 million of its assets to the Global Trust, which will seek long-term growth of capital by investing primarily in equity securities of companies with small and medium sized market capitalizations on a global basis. For some time, we have been attracted to the opportunities for long-term capital growth presented in the international markets, particularly in small and mid cap stocks.

The Proxy Statement/Prospectus, previously sent to you, contains further information regarding the Global Trust, including risk factors associated with an investment in the Global Trust. You should carefully read the Proxy Statement/Prospectus before making any investment decision regarding shares of the Global Trust. This informational guide does not constitute an offer of any securities for sale.

Shareholders of the Dividend Trust will receive one share of the Global Trust for every ten common shares owned of Dividend Trust. The record date is June 16, 2014 and the distribution will be made on June 23, 2014. The Global Trust will be listed on the New York Stock Exchange (“NYSE”) under the symbol “GGZ.” Shares of the Global Trust will trade on the NYSE on a “when-issued” basis from June 12, 2014 through June 23, 2014. They will trade on a “regular way” basis beginning June 24, 2014. The Global Trust’s initial net asset value will be \$12.00 per share.

For your information we have set forth below additional details of the spin-off in a simple question and answer format:

Q & A - DIVIDEND TRUST PERSPECTIVE

Q. I am a shareholder of The Gabelli Dividend & Income Trust. What will I be receiving in the spin-off?

- A. Each shareholder who owns at least ten common shares of the Dividend Trust will receive one share of the Global Trust for every ten common shares owned of Dividend Trust.

Q. What if my Dividend Trust share balance is less than 10 or not evenly divisible by 10?

- A. Fractional shares of Global Trust will not be issued as part of the distribution to Dividend Trust common shareholders. Common shareholders will receive cash in lieu of fractional shares of the Global Trust for their pro rata share of the proceeds from sales of aggregate fractional share interests.

Q. When will my new shares of The Gabelli Global Small and Mid Cap Value Trust be issued to me?

- A. The distribution date is June 23, 2014.

Q. I understand that the Dividend Trust will trade with “due bills” prior to the spin-off. What are due bills?

- A. A due bill is similar to an “IOU.” Common shares of Dividend Trust will trade with “due bills” from June 12, 2014 through June 23, 2014 entitling the holder to shares of the Global Trust. The price of Dividend Trust common shares includes the value of the Global Trust shares. In other words, if you sell your common shares of Dividend Trust from June 12 through June 23, you will also be selling due bills and therefore would not be entitled to receive shares of the Global Trust in the spin-off. On June 24, 2014 common shares of Dividend Trust will trade “ex-distribution.”

Q. Will the spin-off affect the number of Dividend Trust shares I hold?

- A. Dividend Trust shareholders will still have the same number of Dividend Trust shares after the spin-off.

Q. How will the Dividend Trust’s NAV be impacted by the spin-off?

- A. The net asset value of the Dividend Trust will be reduced by \$1.20 per share on the distribution date, which reflects the value of the assets being contributed by the Dividend Trust to the Global Trust. This \$1.20 is equivalent to 1/10th of the Global Trust’s initial \$12.00 NAV, since the spin-off ratio is 1 for 10. The total value of the assets to be contributed by the Dividend Trust to the Global Trust is approximately \$100 million, expected to consist of cash and short-term fixed income securities.

Q. What are the tax consequences to Dividend Trust shareholders?

- A. The distribution will be subject to income tax for eligible shareholders to the extent that it is paid from the Dividend Trust’s earnings and profits. A portion of the distribution may be treated as a non-taxable distribution from capital. Complete details concerning the tax consequences of the spin-off will be included with your Form 1099-DIV to be mailed in early 2015.

Q. Will the spin-off affect the Dividend Trust’s Distribution Policy?

- A. Nothing changes. The Dividend Trust will continue to make monthly distributions pursuant to its distribution policy. Under the Fund’s distribution policy, the Fund intends to pay fixed monthly cash distributions (currently \$0.10 per common share each month). The spin-off may satisfy a portion of the annual distribution policy in conjunction with any adjusting distribution that the Board of Trustees will consider in the fourth quarter.

Q. What happens if I hold my Dividend Trust shares in “street name” with a broker?

- A. Shareholders who have their Dividend Trust shares held by a broker or advisor in “street name” will have their Global Trust shares delivered to the same broker or advisor.

Q & A - GLOBAL TRUST PERSPECTIVE

Q. What does “Global Small and Mid Cap Value” mean?

- A. Under normal market conditions, Global Trust will invest at least 80% of its total assets in equity securities (such as common stock and preferred stock) of companies with small or medium sized market capitalizations. Global Trust currently defines “small cap companies” as those with a market capitalization generally less than \$3 billion at the time of investment and “mid cap companies” as those with a market capitalization between \$3 billion and \$12 billion at the time of investment. At least 40% of its total assets will be invested in the equity securities of companies located outside the United States and in at least three countries.

Q. Who will manage the Gabelli Global Small and Mid Cap Value Trust?

- A. The Global Trust will be team managed, combining talent and ideas drawn from Gabelli Funds, LLC’s (the Investment Adviser) research department and portfolio management professionals. Mario J. Gabelli will lead the investment team responsible for selecting the Global Trust’s investments, which will include Kevin V. Dreyer, Jeffrey J. Jonas, and Christopher J. Marangi.

Q. What will the Global Trust’s NAV be?

- A. The initial net asset value of the Global Trust will be \$12.00 per share. Once the Global Trust commences investment operations on June 23, 2014, the NAV will fluctuate daily based on the value of the underlying portfolio.

Q. Will the Global Trust pay distributions?

- A. Presently, the Global Trust intends to distribute its net investment income and net realized capital gains to shareholders once a year in December.

Q. Will my Global Trust distributions be automatically reinvested?

- A. Registered shareholders who hold the Global Trust directly through the Fund’s transfer agent, Computershare, will have their distributions reinvested automatically unless they elect to receive cash. Beneficial shareholders who hold the Global Trust in “street name” with a broker or advisor should consult with that broker or advisor.

Q. What will the cost basis be for the Global Trust shares I receive?

- A. The cost basis for Global Trust shares distributed as part of the spin-off from the Dividend Trust will be established based on the fair market value of the Global Trust shares issued on the distribution date of June 23. The fair market value will be determined by averaging the high and low NYSE trading prices of Global Trust on the distribution date. This information will be announced shortly after the shares are distributed and posted on our website, www.gabelli.com.

Q. When can I transfer ownership of my Global Trust shares or purchase additional shares?

- A. The Global Trust will trade on the NYSE on a “when issued” basis from June 12 through June 23 under the ticker “GGZ wi.” The Global Trust will trade on the NYSE on a “regular way” basis beginning June 24 under the stock symbol “GGZ.”

Q. What do I do next?

- A. Nothing! Shareholders have already voiced their support in favor of the Global Trust spin-off, and the next steps require no further action on your part. If, however, you’d like to discuss any aspect of the spin-off with us, we are always available at 800-GABELLI (800-422-3554).

Q. *Final question: who are “we”?*

A. At Gabelli Funds, we have a team of seven Ombudsmen solely dedicated to shareholder servicing, investor relations, and administration of our closed-end funds. Our team welcomes your comments, and we are available to answer any of your questions and discuss any of our closed-end funds with you.

Thank you for your support and for the confidence and trust you have placed in The Gabelli Dividend & Income Trust and The Gabelli Global Small and Mid Cap Value Trust.

Sincerely,

(Y)our Team

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