

LAZARD ASSET MANAGEMENT

Lazard World  
Dividend & Income  
Fund, Inc.  
Annual Report

DECEMBER 31, 2008



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**Please consider the Fund's investment objective, risks, charges and expenses carefully before investing.**

## Investment Overview

### Dear Stockholder,

We are pleased to present this annual report for Lazard World Dividend & Income Fund, Inc. ("LOR" or the "Fund"), for the year ended December 31, 2008. The Fund is a diversified, closed-end management investment company that began trading on the New York Stock Exchange ("NYSE") on June 28, 2005. Its ticker symbol is "LOR."

The Fund has been in operation for over three-and-a-half years. While the Fund's Net Asset Value ("NAV") performance in 2008 was disappointing, we believe that, since inception, LOR has provided investors with an attractive yield and diversification, backed by the extensive experience, commitment, and professional management of Lazard Asset Management LLC (the "Investment Manager" or "Lazard").

### Portfolio Update (as of December 31, 2008)

For the fourth quarter of 2008, the Fund's NAV declined by 26.3%, a larger loss than the Morgan Stanley Capital International (MSCI®) All Country World Index (ACWI®) (the "Index"), which declined by 22.4%. For 2008, the Fund's NAV loss of 44.8% was slightly more than the Index's decline of 42.2%. The Fund's since-inception annualized NAV return of -4.5% is also slightly below the Index return of -3.9% for the same period. Shares of LOR ended the year with a market price of \$8.74, representing a 10.6% discount to the Fund's NAV of \$9.78.

The Fund's net assets were \$67.3 million as of December 31, 2008, with total leveraged assets of \$76.2 million, representing a much-reduced 11.8% leverage rate (down from 32.4% at the end of the third quarter).

During the fourth quarter, the Fund's world equity portfolio was hurt by its exposure to financial stocks and from stock selection in the materials sector. However, the smaller, short-duration<sup>1</sup> emerging market currency and debt portion of the Fund produced only a moderately negative performance this year (down less than 5%) despite a challenging global market environment. This portfolio has been a meaningful positive contributor to performance for the Fund since inception.

As of December 31, 2008, 85.6% of the Fund's total leveraged assets consisted of world equities and

12.9% consisted of emerging market currency and debt instruments, while the remaining 1.5% consisted of cash and other net assets.

### Declaration of Dividends

The Fund's Board of Directors has declared a monthly dividend distribution of \$0.1167 per share on the Fund's outstanding stock each month since inception. In addition, on five separate occasions since December 2006, the Fund made additional required distributions of accumulated income and net realized capital gains. The cumulative distributions for the year ended December 31, 2008 totaled \$1.85 per share, or 21.2% of LOR's \$8.74 share price at the close of NYSE trading on December 31, 2008.

### Additional Information

Please note that available on [www.LazardNet.com](http://www.LazardNet.com) are frequent updates on the Fund's performance, press releases, and a monthly fact sheet that provides information about the Fund's major holdings, sector weightings, regional exposures, and other characteristics. You may also reach Lazard by phone at 1-800-823-6300.

On behalf of Lazard, we thank you for your investment in Lazard World Dividend & Income Fund, Inc. and look forward to continuing to serve your investment needs in the future.

### Message from the Portfolio Managers

#### World Equity Portfolio (85.6% of total leveraged assets)

The Fund's world equity portfolio is typically invested in 60 to 90 securities, consisting primarily of the highest dividend-yielding stocks selected from the current holdings of other accounts managed by the Investment Manager. The portfolio is broadly diversified in both developed and emerging market countries and across the capitalization spectrum. Examples include Pfizer, a research-based, global pharmaceutical company that is based in the United States; Zurich Financial Services, a Swiss insurance-based financial services provider active in North America, Europe, Asia-Pacific, Latin America and other markets; and Kimberly-Clark de Mexico, a Mexican manufacturer and marketer of paper based products.

## Investment Overview (continued)

As of December 31, 2008, 37.4% of the Fund's world equity portfolio investments were based in North America, 26.2% were based in Continental Europe (not including the United Kingdom), 7.9% were based in the United Kingdom, 9.1% were based in Asia, 8.8% were based in Africa and the Middle East, 6.6% were based in Australia and New Zealand, and 4.0% were based in Latin America. The world equity portfolio is similarly well diversified across a number of industry sectors. The top two sectors, by weight, at December 31, 2008 were telecommunication services (18.7%), a sector comprised of companies engaged in providing fixed-line and wireless voice and data communication services, and financials (17.1%), which includes banks, insurance companies, and financial services companies. Other sectors in the portfolio include consumer discretionary, consumer staples, energy, health care, industrials, information technology, materials, and utilities. The average dividend yield on the world equity portfolio was approximately 7.7% as of December 31, 2008.

### World Equity Markets Review

Global stock markets experienced one of their worst quarters in recent history amid further signs of a deepening global recession. The credit markets were under continued stress, with the TED spread—the difference between interest rates on interbank loans and Treasury bills, and a barometer of banks' willingness to lend to each other—at unusually high levels, as financial institutions remained wary about credit risk. Not only have the world's largest economies (the United States, Europe, and Japan) faltered into recession, but the slowdown has also revealed the vulnerability of emerging economies, and sent the prices of many commodities to the lowest levels seen in recent years. Oil prices, which earlier this year traded above \$140 per barrel, plunged to five-year lows. The result was a growing focus on the risk of deflation; central banks around the world took aggressive moves in collaboration with the U.S. Federal Reserve, which cut interest rates to near zero. While the financials and other cyclical sectors were hardest hit during the quarter, no sector was immune to the decline. Telecom services was one of the best-performing sectors, followed by other defensive sectors such as consumer staples, health care, and utilities. Conversely, a persistent global credit crunch and falling asset

prices continued to weigh on financial stocks, despite government efforts to inject needed capital into the banks. The consumer discretionary sector also posted large losses due to concerns over the future of the big three automakers in the United States. In addition, the energy and materials sectors were weak on the back of slowing global demand. On a regional basis, emerging markets lagged developed markets in the decline, European and U.S. markets fell roughly in line with the global index, and the Japanese market outperformed materially, mostly due to yen strength.

### What Helped and What Hurt LOR

During the fourth quarter, the Fund's relative performance benefited from its overweight position and stock selection in the telecom services sector. The Fund's allocation to telecoms increased in recent months, as we believe profitability will be relatively resilient during the economic slowdown. We consider the telecom services sector valuation to be attractive when compared to the broad market, in contrast to other defensive sectors. The Egyptian Company for Mobile Services (Mobinil), an Egyptian wireless provider, rebounded strongly, as concerns that sharply rising inflation may impact discretionary spending were alleviated by the dramatic declines in both energy and agricultural commodities. U.S.-based Verizon Communications also proved resilient due to a strong earnings report, buoyed by the company's growing market share in wireless services. In contrast, the Fund's positioning in the financials sector detracted from performance. After rebounding strongly in the third quarter, bank holdings fell in the fourth quarter as the collapse of Lehman Brothers triggered a global credit crunch, disrupted interbank lending markets, and raised concerns over a sharp slowdown, which led to significantly increased credit costs. In addition, the various government capital injections into the financials sector have often triggered restrictions on dividend payments, leading in turn to further uncertainty over the sustainability of dividend payments in the sector as a whole. As a result of the deteriorating environment for banks, regulatory uncertainty over future dividend payments, and the greater availability of more predictable dividends in other sectors following the market declines, the Fund's weight in the financial sector was materially reduced during the

## Investment Overview (continued)

quarter and is more skewed toward insurers rather than banks. The other major negative impact on the Fund's performance was stock selection in the materials sector. Dow Chemical fell late in December after reporting the unexpected breakdown of their joint venture agreement with a Kuwaiti entity. This joint venture would have provided substantial cash to Dow, helping to fund a pending acquisition.

### Emerging Market Currency and Debt Portfolio (12.9% of total leveraged assets)

The Fund also seeks enhanced income through investments in, primarily, high-yielding, short-duration (typically, under one year) emerging market forward currency contracts and local currency debt instruments. As of December 31, 2008, this portfolio consisted of sovereign debt obligations (103.1%), structured notes (38.3%), and a net-hedged position in forward currency contracts (-41.4%). The average duration of the emerging market currency and debt portfolio rose significantly to approximately 2.5 years, as of December 31, with an average yield of 10.9%.<sup>2</sup> As risk aversion and global U.S. dollar demand spiraled upwards, we have significantly reduced the Fund's exposure to the short duration currency and debt portfolio (from which the Fund's leverage is derived), by allowing staggered positions to roll off upon maturity.

#### Emerging Market Currency and Debt Market Review

The emerging local markets were affected by several real economy-related developments, along with other factors like exodus of capital and risk aversion. First, a complete lack of risk appetite permeated the markets, resulting in worsening of price action and liquidity, and leading to a seizure in interbank lending, which in turn exacerbated the credit crunch. With the bankruptcy of an important counterparty in the interbank market like Lehman, counterparty fears rose steeply. This led to the drying up of cross border transactions and U.S. dollar scarcity in several countries. This meant that onshore dollar rates rose rapidly, further weakening the corresponding local currencies. Furthermore, there was a sell off in emerging markets assets. While some of the price action was with no doubt driven by the worsening global outlook, emerging markets suffered due to perception-related issues as well. There was no clear focus on fundamentals or country specific impact, but a broad bracketing of all

emerging markets as purely commodity-driven or trade-dependent economies. For example, the Philippines, an oil and rice importer, saw its currency depreciate markedly in the first half of the year as these two commodities rallied sharply, and continued to see it decline even when these commodities gave back all their year-to-date gains. India, an oil importer where trade accounts for only 40% of GDP, was treated similarly to Malaysia, an oil exporter with trade equal to 160% of GDP. Finally, the disappearance of several market makers due to default or acquisition and uncertainty surrounding several global banks meant trading volume fell sharply.

#### What Helped and What Hurt LOR

The currency and debt portfolio's duration increased as we added exposure to bonds, which continued to perform well, despite currency weakness as growth slowed and inflation risks abated. The portfolio's performance is primarily derived from two sources of return: yield and currency. During the quarter, losses by emerging markets currencies were near ubiquitous, and the rapid pace of emerging markets currency depreciation overwhelmed even the substantial rise in short-term yields. The aggregate emerging markets interest rate on the Fund's positions spiked sharply in October, cresting in the mid-twenties, before settling in to end the year near 12%. We took advantage of market dislocations via country, currency, and security selection to opportunistically extend duration into the market panic. Despite an indiscriminate sell-off in emerging markets currencies, selective country diversification played a key role in limiting losses. We maintained exposure, albeit at reduced levels, to countries with limited external vulnerabilities, closed economies that do not rely on exports as a significant percentage of GDP, sustainable external surplus nations with credible central bank leadership, and markets that are not heavily penetrated by whimsical foreign portfolio capital or a leveraged investor base. In the converse, we sought to avoid exposure to open economies that are exposed to the cyclical global slowdown, highly indebted countries, and countries in which foreign positions were heavily invested.

During October the pace of currency moves was not compensated by yields. Poland, Russia, Turkey and Indonesia accounted for more than half of the portfo-

## Investment Overview (continued)

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lio's quarterly loss. While the portfolio sustained steep losses in October and another negative month in November, certain credit indicators began to reflect an

easing of historically tight conditions by December, though dislocations remained.

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### Notes to Investment Overview:

<sup>1</sup> A measure of the average cash weighted term-to-maturity of the investment holdings. Duration is a measure of the price sensitivity of a bond to interest rate movements. Duration for a forward currency contract is equal to its term-to-maturity.

<sup>2</sup> The quoted yield does not account for the implicit cost of borrowing on the forward currency contracts, which would reduce the yield shown.

All returns reflect reinvestment of all dividends and distributions. Past performance is not indicative, nor a guarantee, of future results.

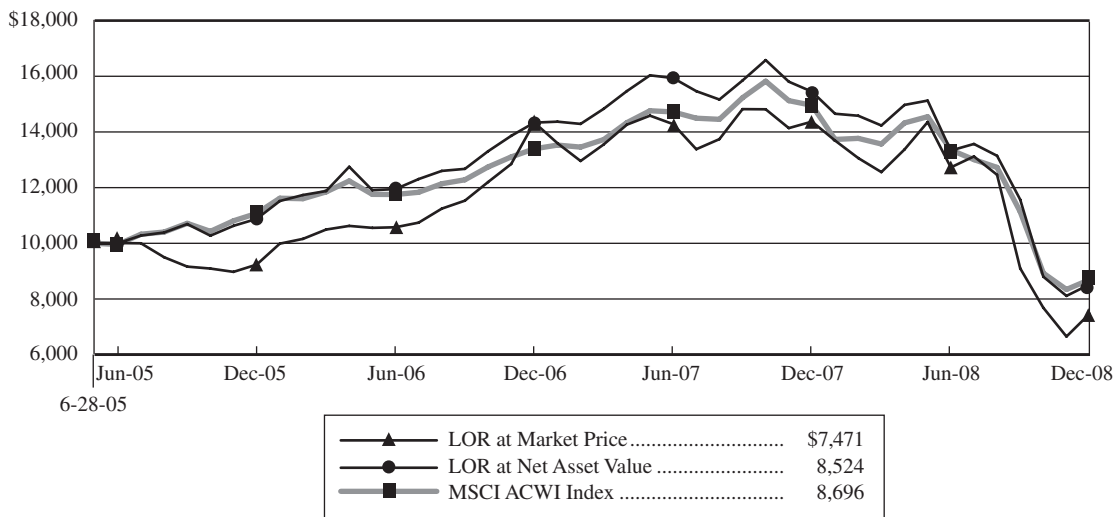
The performance data of the Index and other market data have been prepared from sources and data that the Investment Manager believes to be reliable, but no representation is made as to their accuracy. The Index is a free float-adjusted market capitalization index that is designed to measure equity market performance in the global developed and emerging markets. The Index is unmanaged, has no fees or costs and is not available for investment.

The views of the Fund's management and the portfolio holdings described in this report are as of December 31, 2008; these views and portfolio holdings may have changed subsequent to this date. Nothing herein should be construed as a recommendation to buy, sell, or hold a particular investment. There is no assurance that the portfolio holdings discussed herein will remain in the Fund at the time you receive this report, or that portfolio holdings sold will not have been repurchased. The specific portfolio holdings discussed may in aggregate represent only a small percentage of the Fund's holdings. It should not be assumed that investments identified and discussed were, or will be, profitable, or that the investment decisions we make in the future will be profitable, or equal the performance of the investments discussed herein.

The views and opinions expressed are provided for general information only, and do not constitute specific tax, legal, or investment advice to, or recommendations for, any person. There can be no guarantee as to the accuracy of the outlooks for markets, sectors and securities as discussed herein. You should read the Fund's prospectus for a more detailed discussion of the Fund's investment objective, strategies, risks and fees.

**Investment Overview** (continued)

**Comparison of Changes in Value of \$10,000 Investment in LOR and MSCI ACWI Index\***



**Average Annual Total Returns\***  
**Periods Ended December 31, 2008**

	<b>One Year</b>	<b>Since Inception**</b>
Market Price	(48.02)%	(7.97)%
Net Asset Value	(44.82)	(4.45)
MSCI ACWI Index	(42.19)	(3.90)

\* All returns reflect reinvestment of all dividends and distributions. The performance quoted represents past performance. Current performance may be lower or higher than the performance quoted. Past performance is not indicative, nor a guarantee, of future results; the investment return, market price and net asset value of the Fund will fluctuate, so that an investor's shares in the Fund, when sold, may be worth more or less than their original cost. The returns do not reflect the deduction of taxes that a stockholder would pay on the Fund's distributions or on the sale of Fund shares.

The performance data of the Index has been prepared from sources and data that the Investment Manager believes to be reliable, but no representation is made as to its accuracy. The Index is a free float-adjusted market capitalization index that is designed to measure equity market performance in the global developed and emerging markets. The Index is unmanaged, has no fees or costs and is not available for investment.

\*\* The Fund's inception date was June 28, 2005.

## Investment Overview (concluded)

### Ten Largest Equity Holdings December 31, 2008

<u>Security</u>	<u>Value</u>	<u>Percentage of Net Assets</u>
Eni SpA	\$2,978,533	4.4%
Pfizer, Inc.	2,514,820	3.7
Egyptian Company for Mobile Services	2,253,541	3.4
Vodafone Group PLC	2,189,527	3.3
Taiwan Semiconductor Manufacturing Co., Ltd.	2,102,171	3.1
Kimberly-Clark de Mexico SAB de CV, Series A	1,933,538	2.9
Total SA	1,726,992	2.6
Redecard SA	1,629,944	2.4
OPAP SA	1,619,044	2.4
Reynolds American, Inc.	1,612,400	2.4

### Portfolio Holdings Presented by Sector December 31, 2008

<u>Sector</u>	<u>Percentage of Total Investments</u>
Consumer Discretionary	6.6%
Consumer Staples	5.6
Emerging Markets Debt Obligations	16.6
Energy	11.3
Financials	14.6
Health Care	4.8
Industrials	9.3
Information Technology	5.7
Limited Partnership Units	1.4
Materials	8.1
Telecommunication Services	15.1
Utilities	0.4
Short-Term Investments	0.5
Total Investments	<u>100.0%</u>

**Portfolio of Investments**

December 31, 2008

Description	Shares	Value	Description	Shares	Value
<b>Common Stocks—95.3%</b>			<b>Italy—4.9%</b>		
<b>Australia—5.4%</b>			Eni SpA . . . . .		
Macquarie Communications			128,002		\$ 2,978,533
Infrastructure Group . . . . .	455,000	\$ 268,056	Terna SpA . . . . .	88,000	285,627
Macquarie Infrastructure Group (c)	1,331,144	1,587,005	<b>Total Italy . . . . .</b>		<b>3,264,160</b>
TABCORP Holdings, Ltd. . . . .	196,787	959,027	<b>Japan—2.3%</b>		
Telstra Corp., Ltd. . . . .	316,969	846,395	Daito Trust Construction Co., Ltd. . .	11,600	598,875
<b>Total Australia . . . . .</b>		<b>3,660,483</b>	Ichiyoshi Securities Co., Ltd. . . . .	64,100	503,466
<b>Brazil—3.9%</b>			Nomura Holdings, Inc. . . . .	57,400	461,606
Redecard SA . . . . .	147,900	1,629,944	<b>Total Japan . . . . .</b>		<b>1,563,947</b>
Souza Cruz SA . . . . .	51,380	971,637	<b>Malaysia—1.6%</b>		
<b>Total Brazil . . . . .</b>		<b>2,601,581</b>	British American Tobacco		
<b>Canada—0.7%</b>			Malaysia Berhad . . . . .	85,500	1,099,639
Telus Corp. . . . .	16,700	502,826	<b>Mexico—2.9%</b>		
<b>Cyprus—0.6%</b>			Kimberly-Clark de Mexico SAB		
Bank of Cyprus Public Co., Ltd. . .	105,000	389,700	de CV, Series A . . . . .	582,100	1,933,538
<b>Egypt—3.4%</b>			<b>Netherlands—1.6%</b>		
Egyptian Company for Mobile Services	85,654	2,253,541	Royal Dutch Shell PLC, A Shares . .		
<b>Finland—2.0%</b>			41,200		1,073,813
Nokia Corp. Sponsored ADR . . . .	32,900	513,240	<b>New Zealand—1.0%</b>		
Sampo Oyj, A Shares . . . . .	44,100	811,627	Telecom Corp. of New Zealand, Ltd. . .		
<b>Total Finland . . . . .</b>		<b>1,324,867</b>	484,953		649,001
<b>France—5.9%</b>			<b>Philippines—0.5%</b>		
Axa SA . . . . .	56,741	1,249,739	Philippine Long Distance		
Total SA . . . . .	31,930	1,726,992	Telephone Co. Sponsored ADR . .	7,100	333,345
Vivendi . . . . .	31,023	1,003,268	<b>Russia—0.4%</b>		
<b>Total France . . . . .</b>		<b>3,979,999</b>	Evraz Group SA GDR . . . . .		
<b>Germany—0.7%</b>			20,900		179,740
Allianz SE . . . . .	4,500	469,142	13,600		54,400
<b>Greece—4.8%</b>			<b>Total Russia . . . . .</b>		
Hellenic Telecommunications					<b>234,140</b>
Organization SA . . . . .	39,100	646,776	<b>South Africa—3.7%</b>		
Motor Oil (Hellas) Corinth			Kumba Iron Ore, Ltd. . . . .		
Refineries SA . . . . .	40,100	428,091	77,825		1,363,811
National Bank of Greece SA . . . .	30,276	555,524	Pretoria Portland Cement Co., Ltd. . .	324,929	1,101,841
OPAP SA . . . . .	56,322	1,619,044	<b>Total South Africa . . . . .</b>		<b>2,465,652</b>
<b>Total Greece . . . . .</b>		<b>3,249,435</b>	<b>South Korea—0.6%</b>		
<b>Hong Kong—0.3%</b>			Macquarie Korea Infrastructure		
Pacific Basin Shipping, Ltd. . . . .	504,000	228,908	Fund GDR . . . . .	102,050	388,913
<b>Indonesia—0.3%</b>			<b>Spain—0.6%</b>		
PT Telekomunikasi Indonesia Tbk			Bolsas y Mercados Espanoles . . . .		
Sponsored ADR . . . . .	7,500	188,025	16,400		419,233
<b>Ireland—0.4%</b>			<b>Switzerland—1.4%</b>		
Irish Life & Permanent PLC . . . . .	132,600	289,383	Zurich Financial Services AG . . . .		
<b>Israel—1.0%</b>			4,360		929,882
Israel Chemicals, Ltd. . . . .	95,358	663,997	<b>Taiwan—3.1%</b>		
			Taiwan Semiconductor		
			Manufacturing Co., Ltd. . . . .	1,553,807	2,102,171
			<b>Turkey—2.7%</b>		
			Ford Otomotiv Sanayi AS . . . . .		
			200,200		565,515
			Turkcell Iletisim Hizmetleri AS ADR . .	45,000	656,100
			Turkiye Halk Bankasi AS . . . . .	205,732	613,130
			<b>Total Turkey . . . . .</b>		<b>1,834,745</b>

The accompanying notes are an integral part of these financial statements.

**Portfolio of Investments** (continued)

December 31, 2008

Description	Shares	Value	Description	Principal Amount (000) (d)	Value
<b>United Kingdom—7.6%</b>			<b>Foreign Government Obligations—13.6%</b>		
BP PLC	132,470	\$ 1,001,813	<b>Brazil—4.7%</b>		
Old Mutual PLC	905,600	716,115	Brazil NTN-F:		
Persimmon PLC	54,100	178,705	10.00%, 07/01/10	1,557	\$ 650,249
Prudential PLC	175,350	1,050,036	10.00%, 01/01/12	6,000	2,526,535
Vodafone Group PLC	1,095,600	2,189,527	<b>Total Brazil</b>		3,176,784
<b>Total United Kingdom</b>		5,136,196	<b>Egypt—0.2%</b>		
<b>United States—31.0%</b>			Egypt Treasury Bill,		
Air Products & Chemicals, Inc.	16,240	816,385	0.00%, 03/03/09	850	151,326
Altria Group, Inc.	29,600	445,776	<b>Ghana—0.5%</b>		
AT&T, Inc.	17,250	491,625	Ghanaian Government Bonds:		
Bank of America Corp. (c)	105,150	1,480,512	13.50%, 03/30/10	330	218,519
Bemis Co., Inc.	27,300	646,464	14.00%, 03/07/11	190	114,642
Chevron Corp.	13,820	1,022,265	<b>Total Ghana</b>		333,161
Cinemark Holdings, Inc.	39,900	296,457	<b>Hungary—2.5%</b>		
Deere & Co.	12,760	488,963	Hungarian Government Bonds:		
Diamond Offshore Drilling, Inc.	13,450	792,743	6.00%, 10/12/11	55,000	262,866
Dow Chemical Co.	79,940	1,206,295	7.25%, 06/12/12	240,500	1,173,496
Frontier Communications Corp. (c)	161,900	1,415,006	5.50%, 02/12/14	59,200	265,429
General Electric Co.	26,600	430,920	<b>Total Hungary</b>		1,701,791
Honeywell International, Inc.	11,200	367,696	<b>Israel—1.0%</b>		
Intel Corp.	52,600	771,116	Israel Government Bond,		
Johnson & Johnson	4,550	272,227	7.00%, 04/29/11	2,247	657,094
Marshall & Ilsley Corp.	21,050	287,122	<b>Mexico—0.1%</b>		
Masco Corp. (c)	122,400	1,362,312	Mexican Bonos,		
Merck & Co., Inc.	33,700	1,024,480	9.00%, 12/20/12	367	27,725
Pfizer, Inc. (c)	142,000	2,514,820	<b>Peru—1.9%</b>		
Pitney Bowes, Inc.	18,700	476,476	Peru Bono Soberano,		
Reynolds American, Inc. (c)	40,000	1,612,400	12.25%, 08/10/11	3,470	1,239,230
RPM International, Inc.	28,800	382,752	<b>Poland—0.2%</b>		
Textron, Inc.	41,400	574,218	Polish Government Bond,		
USA Mobility, Inc. (a)	49,100	568,087	6.25%, 10/24/15	361	127,015
Verizon Communications, Inc.	21,800	739,020	<b>Turkey—2.3%</b>		
Wells Fargo & Co.	12,650	372,922	Turkish Government Bonds:		
<b>Total United States</b>		20,859,059	0.00%, 10/07/09	625	359,380
<b>Total Common Stocks</b>			14.00%, 01/19/11	1,627	1,007,718
(Identified cost \$98,286,312)		64,089,321	10.00%, 02/15/12	343	202,380
<b>Limited Partnership</b>			<b>Total Turkey</b>		1,569,478
<b>Units—1.7%</b>			<b>Uganda—0.2%</b>		
<b>United States—1.7%</b>			Uganda Government Bond,		
Energy Transfer Equity LP	21,400	346,894	10.00%, 04/01/10	338,000	161,897
Enterprise GP Holdings LP	19,900	346,857	<b>Total Foreign Government Obligations</b>		
Enterprise Products Partners LP	20,800	431,184	(Identified cost \$10,381,857)		
<b>Total United States</b>		1,124,935			9,145,501
<b>Total Limited Partnership</b>					
<b>Units</b>					
(Identified cost \$2,007,433)		1,124,935			

The accompanying notes are an integral part of these financial statements.

**Portfolio of Investments** (continued)

December 31, 2008

Description	Principal Amount (000) (d)	Value	Description	Principal Amount (000) (d)	Value
<b>Structured Notes—5.6%</b>			<b>Corporate Bond—1.0%</b>		
<b>Brazil—3.1%</b>			<b>United States—1.0%</b>		
Citigroup Funding, Inc. Brazil Inflation-Indexed Currency and Credit Linked Unsecured Notes NTN-B:			JPMorgan Chase & Co., 22.00%, 06/20/11 (Identified cost \$1,168,587) (e) . . .	28,000	\$ 656,008
7.90%, 05/18/09 (e) . . . . .	557	\$ 628,590	<b>Supranationals—0.4%</b>		
8.00%, 08/17/10 (e) . . . . .	698	795,855	<b>Zambia—0.4%</b>		
8.45%, 05/18/15 (e) . . . . .	659	690,673	European Investment Bank, 12.25%, 02/26/10 (Identified cost \$435,091) . . . . .	1,600,000	302,182
<b>Total Brazil</b> . . . . .		<u>2,115,118</u>	<b>Time Deposit—0.6%</b>		
<b>Colombia—2.5%</b>			State Street Euro Dollar Time Deposit, 0.01%, 01/02/09 (Identified cost \$379,000) . . . . .	\$379	379,000
Citigroup Funding, Inc. Colombia TES Credit Linked Unsecured Note, 10.65%, 04/27/12 (e) . . . . .	251	285,678	<b>Total Investments—118.2%</b> (Identified cost \$116,591,040) (b) . . . . .		<b>\$ 79,470,928</b>
JPMorgan Chase & Co. Colombian Peso Linked Notes:			<b>Liabilities in Excess of Cash and Other Assets—(18.2)%</b> . . . . .		<u>(12,208,737)</u>
13.48%, 11/14/10 (e) . . . . .	800	667,440	<b>Net Assets—100.0%</b> . . . . .		<u><b>\$ 67,262,191</b></u>
14.83%, 03/05/15 (e) . . . . .	976	705,745			
<b>Total Colombia</b> . . . . .		<u>1,658,863</u>			
<b>Total Structured Notes</b> (Identified cost \$3,932,760) . . . . .		<u>3,773,981</u>			

The accompanying notes are an integral part of these financial statements.

**Portfolio of Investments** (continued)

December 31, 2008

Forward Currency Purchase Contracts open at December 31, 2008:

Forward Currency Purchase Contracts	Expiration Date	Foreign Currency	U.S. \$ Cost on Origination Date	U.S. \$ Current Value	Unrealized Appreciation	Unrealized Depreciation
BRL	01/15/09	535,923	\$ 207,000	\$ 228,901	\$ 21,901	\$ —
CLP	01/20/09	281,220,000	430,000	439,637	9,637	—
CLP	02/17/09	156,240,000	237,989	242,705	4,716	—
CNY	06/24/09	7,812,282	1,211,000	1,125,672	—	85,328
CNY	09/08/09	1,470,175	217,000	211,416	—	5,584
EUR	01/12/09	1,165,000	1,481,065	1,618,896	137,831	—
EUR	01/20/09	307,000	389,583	426,457	36,874	—
EUR	01/20/09	111,000	157,878	154,191	—	3,687
EUR	01/20/09	248,025	347,000	344,535	—	2,465
EUR	02/02/09	257,000	326,518	356,792	30,274	—
GHC	01/20/09	341,000	275,333	264,324	—	11,009
GHC	09/22/09	226,000	153,376	168,562	15,186	—
IDR	06/19/09	3,959,700,000	335,000	343,011	8,011	—
ILS	01/26/09	2,992,000	774,568	791,425	16,857	—
INR	01/12/09	44,016,660	873,000	902,756	29,756	—
INR	01/30/09	12,257,850	253,000	250,897	—	2,103
INR	02/26/09	33,245,400	670,000	678,915	8,915	—
MXN	01/05/09	18,344,719	1,344,674	1,324,672	—	20,002
MXN	01/05/09	5,182,785	382,000	374,249	—	7,751
MXN	01/30/09	12,816,363	938,000	917,334	—	20,666
NGN	01/08/09	11,809,000	98,000	84,322	—	13,678
PEN	03/03/09	1,718,200	605,000	542,753	—	62,247
PEN	03/11/09	1,174,040	392,000	370,517	—	21,483
PEN	03/11/09	1,157,792	369,665	365,389	—	4,276
PLN	01/20/09	4,090,913	1,355,505	1,378,022	22,517	—
PLN	02/09/09	424,000	139,750	142,477	2,727	—
PLN	02/09/09	854,381	288,749	287,097	—	1,652
PLN	03/23/09	1,336,960	460,687	447,434	—	13,253
RUB	01/13/09	3,298,020	114,000	106,543	—	7,457
TRY	06/23/09	2,303,390	1,618,231	1,405,084	—	213,147
TZS	01/05/09	309,706,000	236,218	234,782	—	1,436
TZS	02/05/09	333,340,000	250,916	250,823	—	93
TZS	03/23/09	99,896,000	75,336	74,197	—	1,139
UAH	03/16/09	499,410	93,000	62,327	—	30,673
UGX	01/05/09	157,262,000	94,001	80,711	—	13,290
UGX	01/20/09	839,140,000	413,869	426,754	12,885	—
UGX	01/27/09	448,468,000	233,057	227,111	—	5,946
UGX	02/05/09	431,410,000	218,779	217,512	—	1,267
ZMK	01/06/09	490,000,000	98,000	101,892	3,892	—
ZMK	01/06/09	119,625,000	24,460	24,875	415	—
ZMK	01/12/09	792,682,470	191,000	164,355	—	26,645
Total Forward Currency Purchase Contracts			<u>\$18,374,207</u>	<u>\$18,160,324</u>	<u>\$362,394</u>	<u>\$576,277</u>

The accompanying notes are an integral part of these financial statements.

**Portfolio of Investments (concluded)**

December 31, 2008

Forward Currency Sale Contracts open at December 31, 2008:

Forward Currency Sale Contracts	Expiration Date	Foreign Currency	U.S. \$ Cost on Origination Date	U.S. \$ Current Value	Unrealized Appreciation	Unrealized Depreciation
BRL	01/15/09	8,743,698	\$ 3,694,000	\$ 3,734,564	\$ —	\$ 40,564
CNY	06/24/09	1,243,425	177,000	179,165	—	2,165
COP	01/30/09	535,020,000	241,000	236,960	4,040	—
COP	02/13/09	336,201,500	151,000	148,541	2,459	—
COP	02/27/09	651,233,000	275,130	286,999	—	11,869
COP	02/27/09	1,969,042,000	986,000	867,757	118,243	—
COP	02/27/09	436,448,000	184,000	192,343	—	8,343
EUR	01/20/09	140,535	192,600	195,219	—	2,619
EUR	01/20/09	3,002,144	4,184,539	4,170,307	14,232	—
EUR	02/09/09	109,745	139,750	152,320	—	12,570
EUR	02/09/09	208,000	288,749	288,693	56	—
EUR	03/23/09	320,000	460,687	443,653	17,034	—
HUF	01/12/09	308,375,500	1,481,065	1,610,445	—	129,380
ILS	01/08/09	4,210,519	1,054,000	1,114,630	—	60,630
ILS	01/20/09	606,831	158,000	160,558	—	2,558
ILS	02/17/09	721,315	185,000	190,669	—	5,669
MXN	01/05/09	12,824,531	991,000	926,059	64,941	—
MXN	01/05/09	10,702,973	790,121	772,862	17,259	—
PEN	01/26/09	676,283	215,000	214,670	330	—
PEN	01/29/09	676,691	215,000	214,694	306	—
PEN	02/26/09	498,648	158,000	157,613	387	—
PEN	03/03/09	1,718,200	543,734	542,753	981	—
PEN	03/11/09	4,554,429	1,453,000	1,437,337	15,663	—
PLN	01/20/09	1,143,422	389,583	385,161	4,422	—
PLN	02/02/09	971,974	326,518	326,866	—	348
RUB	01/13/09	13,313,680	461,000	430,100	30,900	—
RUB	01/21/09	9,723,840	336,000	309,926	26,074	—
TRY	01/15/09	283,269	178,000	182,593	—	4,593
TRY	01/15/09	228,096	144,000	147,029	—	3,029
TRY	01/15/09	163,304	105,733	105,264	469	—
TRY	05/13/09	602,250	365,000	372,474	—	7,474
TRY	06/23/09	268,600	158,000	163,848	—	5,848
TRY	06/23/09	2,248,816	1,332,000	1,371,793	—	39,793
TZS	01/05/09	309,706,000	234,626	234,782	—	156
UGX	01/05/09	157,262,000	80,647	80,711	—	64
ZMK	01/06/09	609,625,000	125,000	126,768	—	1,768
Total Forward Currency Sale Contracts			<u>\$22,454,482</u>	<u>\$22,476,126</u>	<u>317,796</u>	<u>339,440</u>
Gross unrealized appreciation/depreciation on Forward Currency Purchase and Sale Contracts					<u>\$680,190</u>	<u>\$915,717</u>

The accompanying notes are an integral part of these financial statements.

## Notes to Portfolio of Investments

December 31, 2008

- (a) Non-income producing security.  
 (b) For federal income tax purposes, the aggregate cost was \$117,515,556, aggregate gross unrealized appreciation was \$1,271,836, aggregate gross unrealized depreciation was \$39,316,464 and the net unrealized depreciation was \$38,044,628.  
 (c) Segregated security for forward currency contracts.  
 (d) Principal amount denominated in respective country's currency unless otherwise specified.  
 (e) Pursuant to Rule 144A under the Securities Act of 1933, these securities may only be traded among "qualified institutional buyers." At December 31, 2008, these securities amounted to 6.6% of net assets and are not considered to be liquid.

Structured Notes—Principal amount denominated in U.S. dollars. Interest rate shown reflects current yield as of December 31, 2008.

Corporate Bond—Variable rate security. Principal amount denominated in Russian Ruble. Interest rate shown reflects current rate as of December 31, 2008.

### Security Abbreviations:

ADR	— American Depositary Receipt
GDR	— Global Depositary Receipt
NTN-B	— Brazil Sovereign "Nota do Tesouro Nacional" Series B
NTN-F	— Brazil Sovereign "Nota do Tesouro Nacional" Series F
TES	— Titulos de Tesoreria

### Currency Abbreviations:

BRL	— Brazilian Real	MXN	— Mexican New Peso
CLP	— Chilean Peso	NGN	— Nigerian Naira
CNY	— Chinese Renminbi	PEN	— Peruvian New Sol
COP	— Colombian Peso	PLN	— Polish Zloty
EUR	— Euro	RUB	— Russian Ruble
GHC	— Ghanaian Cedi	TRY	— New Turkish Lira
HUF	— Hungarian Forint	TZS	— Tanzanian Shilling
IDR	— Indonesian Rupiah	UAH	— Ukrainian Hryvnia
ILS	— Israeli Shekel	UGX	— Ugandan Shilling
INR	— Indian Rupee	ZMK	— Zambian Kwacha

### Portfolio holdings by industry (as percentage of net assets):

Industry	
Agriculture	1.0%
Alcohol & Tobacco	6.1
Automotive	0.8
Banking	5.5
Building Materials	1.6
Chemicals	3.6
Drugs	5.3
Electric	0.4
Energy Integrated	12.2
Energy Services	2.9
Financial Services	5.9
Forest & Paper Products	3.8
Housing	3.2
Insurance	6.7
Leisure & Entertainment	5.8
Manufacturing	3.5
Medical Products	0.4
Metals & Mining	2.4
Semiconductors & Components	4.3
Technology Hardware	0.8
Telecommunications	17.5
Transportation	3.3
Subtotal	97.0
Corporate Bond	1.0
Foreign Government Obligations	13.6
Structured Notes	5.6
Supranationals	0.4
Time Deposit	0.6
Total Investments	<u>118.2%</u>

## Statement of Assets and Liabilities

December 31, 2008

### ASSETS

Investments in securities, at value (cost \$116,591,040) .....	\$ 79,470,928
Cash .....	643
Foreign currency, at value (cost \$62,963) .....	62,372
Receivables for:	
Dividends and interest .....	1,000,551
Investments sold .....	228,700
Gross unrealized appreciation on forward currency contracts .....	680,190
Total assets .....	<u>81,443,384</u>

### LIABILITIES

Payables for:	
Management fees .....	60,277
Accrued directors' fees .....	303
Line of credit outstanding .....	13,050,000
Gross unrealized depreciation on forward currency contracts .....	915,717
Other accrued expenses and payables .....	154,896
Total liabilities .....	<u>14,181,193</u>
Net assets .....	<u>\$ 67,262,191</u>

### NET ASSETS

Paid in capital .....	\$131,616,917
Distributions in excess of net investment income .....	(1,820,172)
Accumulated net realized loss .....	(25,152,947)
Net unrealized depreciation on:	
Investments .....	(37,120,112)
Foreign currency and forward currency contracts .....	(261,495)
Net assets .....	<u>\$ 67,262,191</u>

Shares of common stock outstanding* .....	6,880,183
<b>Net assets per share of common stock</b> .....	<b>\$ 9.78</b>
<b>Market value per share</b> .....	<b>\$ 8.74</b>

\* \$0.001 par value, 500,000,000 shares authorized for the Fund.

*The accompanying notes are an integral part of these financial statements.*

## Statement of Operations

For the Year Ended December 31, 2008

### INVESTMENT INCOME

**Income:**

Dividends (net of foreign withholding taxes of \$374,110) .....	\$ 7,459,717
Interest .....	2,271,285
Total investment income .....	<u>9,731,002</u>

**Expenses:**

Management fees (Note 3) .....	1,378,822
Custodian fees .....	182,268
Professional services .....	115,518
Shareholders' reports .....	70,827
Administration fees .....	64,414
Shareholders' services .....	42,422
Shareholders' meeting .....	22,969
Directors' fees and expenses .....	6,181
Other .....	<u>50,313</u>
Total gross expenses before interest expense .....	1,933,734
Interest expense .....	<u>577,585</u>
Total expenses .....	<u>2,511,319</u>
<b>Net investment income</b> .....	<u>7,219,683</u>

### NET REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS, FOREIGN CURRENCY AND FORWARD CURRENCY CONTRACTS

Net realized gain (loss) on:

Investments (net of foreign capital gains taxes of \$11,430) .....	(24,999,291)
Foreign currency and forward currency contracts .....	<u>960,902</u>
Total net realized loss on investments, foreign currency and forward currency contracts .....	<u>(24,038,389)</u>

Net change in unrealized depreciation on:

Investments .....	(40,494,387)
Foreign currency and forward currency contracts .....	<u>(1,731,368)</u>
Total net change in unrealized depreciation on investments, foreign currency and forward currency contracts .....	<u>(42,225,755)</u>

### Net realized and unrealized loss on investments, foreign currency and forward currency contracts

Net realized and unrealized loss on investments, foreign currency and forward currency contracts .....	<u>(66,264,144)</u>
<b>Net decrease in net assets resulting from operations</b> .....	<u><u>\$ (59,044,461)</u></u>

The accompanying notes are an integral part of these financial statements.

## Statements of Changes in Net Assets

	Year Ended December 31, 2008	Year Ended December 31, 2007
<b>DECREASE IN NET ASSETS</b>		
<b>Operations:</b>		
Net investment income .....	\$ 7,219,683	\$ 6,729,397
Net realized gain (loss) on investments, foreign currency and forward currency contracts .....	(24,038,389)	19,986,751
Net change in unrealized depreciation on investments, foreign currency and forward currency contracts .....	(42,225,755)	(14,605,982)
Net increase (decrease) in net assets resulting from operations .....	<u>(59,044,461)</u>	<u>12,110,166</u>
<b>Distributions to Stockholders:</b>		
From net investment income .....	(9,690,738)	(11,823,595)
From net realized gains .....	<u>(3,026,593)</u>	<u>(18,327,432)</u>
Net decrease in net assets resulting from distributions .....	<u>(12,717,331)</u>	<u>(30,151,027)</u>
Total decrease in net assets .....	(71,761,792)	(18,040,861)
Net assets at beginning of year .....	<u>139,023,983</u>	<u>157,064,844</u>
Net assets at end of year* .....	<u>\$ 67,262,191</u>	<u>\$ 139,023,983</u>
* Includes distributions in excess of net investment income of .....	<u>\$ (1,820,172)</u>	<u>\$ (62,113)</u>
 <b>Transactions in Capital Shares:</b>		
Common shares outstanding at beginning of year .....	<u>6,880,183</u>	<u>6,880,183</u>
Common shares outstanding at end of year .....	<u>6,880,183</u>	<u>6,880,183</u>

The accompanying notes are an integral part of these financial statements.

## Statement of Cash Flows

For the Year Ended December 31, 2008

### INCREASE (DECREASE) IN CASH AND FOREIGN CURRENCY

#### Cash flows from operating activities:

Net decrease in net assets from operations .....	\$ (59,044,461)
Adjustments to reconcile net increase in net assets from operations to net cash provided in operating activities	
Decrease in interest and dividends receivable .....	60,817
Accretion of bond discount and amortization of bond premium .....	(841,128)
Decrease due to non-cash dividend .....	(297,365)
Decrease in other accrued expenses and payables .....	(188,388)
Net realized loss on investments and foreign currency transactions .....	24,038,389
Net change in unrealized depreciation of investments and foreign currency denominated assets and liabilities .....	42,225,755
Purchase of long-term investments .....	(111,071,988)
Proceeds from disposition of long-term investments .....	119,141,173
Sale of short-term investments, net .....	174,000
Effect of exchange rate on cash .....	1,027,352
Realized currency loss on foreign currency contracts .....	(17,820)
Net cash provided in operating activities .....	<u>15,206,336</u>

#### Cash flows from financing activities:

Cash distribution paid .....	(12,717,331)
Decrease in line of credit balance .....	<u>(2,650,000)</u>
Net cash used in financing activities .....	<u>(15,367,331)</u>
<b>Net decrease in cash and foreign currency</b> .....	<b>(160,995)</b>

#### Cash and foreign currency:

Beginning balance .....	224,010
Ending balance .....	<u><u>\$ 63,015</u></u>

#### Supplemental disclosure of cash flow information:

Cash paid during the year for interest .....	<u><u>\$ 629,884</u></u>
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The accompanying notes are an integral part of these financial statements.

**Financial Highlights**

Selected data for a share of common stock outstanding throughout each period:

	Year Ended			For the Period
	12/31/08	12/31/07	12/31/06	6/28/05* to 12/31/05
Net asset value, beginning of period	\$ 20.21	\$ 22.83	\$ 20.00	\$ 19.06 (a)
Income (loss) from investment operations:				
Net investment income	1.05	0.98	1.11	0.26
Net realized and unrealized gain (loss)	(9.63)	0.78	4.98	1.40
Total from investment operations	(8.58)	1.76	6.09	1.66
Less distributions from:				
Net investment income	(1.41)	(1.72)	(1.49)	(0.72)
Net realized gains	(0.44)	(2.66)	(1.77)	—
Total distributions	(1.85)	(4.38)	(3.26)	(0.72)
Net asset value, end of period	\$ 9.78	\$ 20.21	\$ 22.83	\$ 20.00
Market value, end of period	\$ 8.74	\$ 19.45	\$ 23.77	\$ 17.76
<b>Total Return based upon:</b>				
Net asset value (b)	(44.82)%	7.76%	31.79%	8.77%
Market value (b)	(48.02)%	0.22%	55.29%	(7.64)%
<b>Ratios and Supplemental Data:</b>				
Net assets, end of period (in thousands)	\$ 67,262	\$139,024	\$157,065	\$134,886
Ratios to average net assets:				
Net expenses (c)	2.30%	1.99%	1.90%	2.00%
Gross expenses (c)	2.30%	2.00%	1.90%	2.00%
Gross expenses excluding interest expense (c)	1.77%	1.65%	1.59%	1.79%
Net investment income (c)	6.62%	4.20%	5.04%	2.65%
Portfolio turnover rate	86%	93%	99%	37%

\* Commencement of operations.

(a) Net of initial sales load, underwriting and offering costs of \$0.94 per share.

(b) Total return based on per share market price assumes the purchase of common shares at the closing market price on the business day immediately preceding the first day, and sales of common shares at the closing market price on the last day, of each period indicated; dividends and distributions are assumed to be reinvested in accordance with the Fund's Dividend Reinvestment Plan. The total return based on net asset value, or NAV, assumes the purchase of common shares at the "net asset value, beginning of period" and sales of common shares at the "net asset value, end of period", for each of the periods indicated; distributions are assumed to be reinvested at NAV. Past performance is not indicative, nor a guarantee, of future results; the investment return, market price and net asset value of the Fund will fluctuate, so that an investor's shares in the Fund, when sold, may be worth more or less than their original cost. The returns do not reflect the deduction of taxes that a stockholder would pay on the Fund's distributions or on the sale of Fund shares. Period of less than one year is not annualized.

(c) Annualized for period of less than one year.

The accompanying notes are an integral part of these financial statements.

## Notes to Financial Statements

December 31, 2008

### 1. Organization

Lazard World Dividend & Income Fund, Inc. (the "Fund") was incorporated in Maryland on April 6, 2005 and is registered under the Investment Company Act of 1940, as amended (the "Act"), as a diversified, closed-end management investment company. The Fund trades on the NYSE under the ticker symbol LOR and commenced operations on June 28, 2005. The Fund's investment objective is total return through a combination of dividends, income and capital appreciation.

### 2. Significant Accounting Policies

The following is a summary of significant accounting policies:

(a) *Valuation of Investments*—Market values for securities are generally based on the last reported sales price on the principal exchange or market on which the security is traded, generally as of the close of regular trading on the NYSE (normally 4:00 p.m. Eastern time) on each valuation date. Any securities not listed, for which current over-the-counter market quotations or bids are readily available, are valued at the last quoted bid price or, if available, the mean of two such prices. Forward currency contracts are valued at the current cost of offsetting the contracts. Securities listed on foreign exchanges are valued at the last reported sales price except as described below; securities listed on foreign exchanges that are not traded on the valuation date are valued at the last quoted bid price.

Bonds and other fixed-income securities that are not exchange-traded are valued on the basis of prices provided by pricing services which are based primarily on institutional trading in similar groups of securities, or by using brokers' quotations.

If a significant event materially affecting the value of securities occurs between the close of the exchange or market on which the security is principally traded and the time when the Fund's net asset value is calculated, or when current market quotations otherwise are determined not to be readily available or reliable, such securities will be valued at their fair values as determined by, or in accordance with procedures approved by, the Board of Directors. The Valuation Committee of the Investment Manager may evaluate a variety of factors to determine the fair value of securities for which current market quotations are determined not to be readily available or reliable. These factors include, but are not limited to, the type of security, the value of comparable securities, observations from financial institutions and relevant news events. Input from the Investment Manager's analysts will also be considered. Fair valuing of foreign securities may be determined with the assistance of

a pricing service, using correlations between the movement of prices of such securities and indices of domestic securities and other appropriate indicators, such as closing market prices of relevant ADRs or futures contracts. The effect of using fair value pricing is that the net asset value of the Fund will reflect the affected securities' values as determined in the judgment of the Board of Directors, or its designee, instead of being determined by the market. Using a fair value pricing methodology to price securities may result in a value that is different from the most recent closing price of a security and from the prices used by other investment companies to calculate their portfolios' net asset values.

(b) *Portfolio Securities Transactions and Investment Income*—Portfolio securities transactions are accounted for on trade date. Realized gain (loss) on sales of investments are recorded on a specific identification basis. Dividend income is recorded on the ex-dividend date and interest income is accrued daily. The Fund amortizes premiums and accretes discounts on fixed-income securities using the effective yield method.

(c) *Repurchase Agreements*—In connection with transactions in repurchase agreements, the Fund's custodian takes possession of the underlying collateral securities, the fair value of which at all times is required to be at least equal to the principal amount, plus accrued interest, of the repurchase transaction. If the seller defaults, and the fair value of the collateral declines, realization of the collateral by the Fund may be delayed or limited.

(d) *Leveraging*—The Fund uses leverage to invest Fund assets in currency investments, primarily using forward currency contracts and by borrowing under a credit facility with State Street Bank and Trust Company ("State Street"), up to a maximum of 33⅓% of the Fund's total leveraged assets. If the assets of the Fund decline due to market conditions such that this 33⅓% threshold will be exceeded, leverage risk will increase.

If the Fund is able to realize a higher return on the leveraged portion of its investment portfolio than the cost of such leverage together with other related expenses, the effect of the leverage will be to cause the Fund to realize a higher net return than if the Fund were not so leveraged. There is no assurance that any leveraging strategy the Fund employs will be successful.

Using leverage is a speculative investment technique and involves certain risks. These include higher volatility of net asset value, the likelihood of more volatility in the market value of the Fund's Common shares and, with respect to borrowings, the possibility either that the Fund's return will

## Notes to Financial Statements (continued)

December 31, 2008

fall if the interest rate on any borrowings rises, or that income will fluctuate because the interest rate of borrowings varies.

If the market value of the Fund's leveraged currency investments declines, the leverage will result in a greater decrease in net asset value than if the Fund were not leveraged. A greater net asset value decrease also will tend to cause a greater decline in the market price of the Fund's Common shares. To the extent that the Fund is required or elects to prepay any borrowings, the Fund may need to liquidate investments to fund such prepayments. Liquidation at times of adverse economic conditions may result in capital losses and may reduce returns.

*(e) Foreign Currency Translation and Forward Currency Contracts*—The accounting records of the Fund are maintained in U.S. dollars. Portfolio securities and other assets and liabilities denominated in a foreign currency are translated daily into U.S. dollars at the prevailing rates of exchange. Purchases and sales of securities, income receipts and expense payments are translated into U.S. dollars at the prevailing exchange rates on the respective transaction dates.

The Fund does not isolate the portion of operations resulting from changes in foreign exchange rates on investments from the fluctuations arising from changes in their market prices. Such fluctuations are included in net realized and unrealized gain (loss) on investments. Net realized gain (loss) on foreign currency transactions represents net foreign currency gain (loss) from forward currency contracts, disposition of foreign currencies, currency gain (loss) realized between the trade and settlement dates on securities transactions, and the difference between the amount of dividends, interest and foreign withholding taxes recorded on the Fund's accounting records and the U.S. dollar equivalent amounts actually received or paid. Net unrealized foreign currency gain (loss) arises from changes in the value of assets and liabilities, other than investments in securities, as a result of changes in exchange rates.

A forward currency contract is an agreement between two parties to buy or sell currency at a set price on a future date. Upon entering into these contracts, risks may arise from the potential inability of counterparties to meet the terms of their contracts and from unanticipated movements in the value of the foreign currency relative to the U.S. dollar.

The U.S. dollar value of forward currency contracts is determined using forward exchange rates provided by quotation services. Daily fluctuations in the value of such contracts are recorded as unrealized gain (loss). When the contract is closed, the Fund records a realized gain (loss) equal to the difference between the value at the time it

was opened and the value at the time it was closed. Such gain (loss) is disclosed in the realized and unrealized gain (loss) on foreign currency in the Fund's accompanying Statement of Operations.

*(f) Structured Investments*—The Fund may invest in structured investments, whose values are linked either directly or inversely to changes in foreign currencies, interest rates, commodities, indices, or other underlying instruments. The Fund may use these investments to increase or decrease its exposure to different underlying instruments, to gain exposure to markets that might be difficult to invest in through conventional securities or for other purposes. Structured investments may be more volatile than their underlying instruments, but any loss is limited to the amount of the original investment.

*(g) Federal Income Tax Policy*—It is the Fund's policy to comply with the requirements of Subchapter M of the Internal Revenue Code (the "Code") applicable to regulated investment companies and to distribute substantially all of its taxable income to its stockholders. Therefore, no provision for federal income taxes is required. The Fund files tax returns with the U.S. Internal Revenue Service and various states.

At December 31, 2008, the Fund had \$15,249,090 of unused realized capital loss carryforwards, expiring in 2016.

Under current tax law, certain capital and net foreign currency losses realized after October 31 within the taxable year may be deferred and treated as occurring on the first day of the following tax year. For the tax year ended December 31, 2008, the Fund elected to defer net capital and currency losses of \$10,676,025 arising between November 1, 2008 and December 31, 2008.

The Fund follows the provisions of the Financial Accounting Standards Board ("FASB") Interpretation No. 48 ("FIN 48") *Accounting for Uncertainty in Income Taxes*. FIN 48 sets forth a minimum threshold for financial statement recognition of the benefit of a tax position taken or expected to be taken in a tax return. There are no unrecognized tax benefits in the accompanying financial statements. If applicable, the Fund recognizes interest accrued related to unrecognized tax benefits in interest expense and penalties in other expenses in the Statement of Operations. Each of the tax years in the four year period ended December 31, 2008, remains subject to examination by taxing authorities.

*(h) Dividends and Distributions*—The Fund intends to declare and to pay dividends monthly from net investment income. Distributions to stockholders are recorded on the ex-dividend date. During any particular year, net realized

## Notes to Financial Statements (continued)

December 31, 2008

gains from investment transactions in excess of available capital loss carryforwards would be taxable to the Fund if not distributed. The Fund intends to declare and distribute these amounts, at least annually, to stockholders; however, to avoid taxation, a second distribution may be required.

Income dividends and capital gains distributions are determined in accordance with federal income tax regulations which may differ from accounting principles generally accepted in the United States. These book/tax differences, which may result in distribution reclassifications, are primarily due to differing treatments of foreign currency transactions, wash sales and distributions from real estate investment trusts and partnerships. Book/tax differences relating to stockholder distributions may result in reclassifications among certain capital accounts.

The Fund may at times in its discretion pay out less than the entire amount of net investment income earned in any particular period and may at times pay out such accumulated undistributed income in addition to net investment income earned in other periods in order to permit the Fund to maintain a more stable level of distributions. As a result, the dividends paid by the Fund to stockholders for any particular period may be more or less than the amount of net investment income earned by the Fund during such period. However, the Fund will adjust the level of distribution as appropriate to seek to avoid making distributions that constitute a return of capital. The Fund is not required to maintain a stable level of distributions, or distributions at any particular rate.

The tax character of dividends and distributions paid during the years ended December 31, was as follows:

	<u>2008</u>	<u>2007</u>
Ordinary Income	\$10,718,264	\$20,151,369
Long-Term Capital Gain	1,999,067	9,999,658
Total	<u>\$12,717,331</u>	<u>\$30,151,027</u>

At December 31, 2008, the components of distributable earnings on a tax basis were \$0 of undistributed ordinary income, \$0 of undistributed long-term capital gain and \$38,429,611 of net unrealized depreciation.

(i) *Estimates*—The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires the Fund to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of increases and decreases in net assets

from operations during the reporting period. Actual results could differ from those estimates.

### 3. Investment Management Agreement

The Fund has entered into an investment management agreement (the “Management Agreement”) with the Investment Manager. Pursuant to the Management Agreement, the Investment Manager regularly provides the Fund with investment research, advice and supervision and furnishes continuously an investment program for the Fund consistent with its investment objective and policies, including the purchase, retention and disposition of securities.

The Fund has agreed to pay the Investment Manager an annual investment management fee of 0.90% of the Fund’s average daily “Total Leveraged Assets” (the Fund’s total assets including Financial Leverage (defined below)) for the services and facilities provided by the Investment Manager, payable on a monthly basis. The fee paid to the Investment Manager will be higher when the Investment Manager uses Currency Commitments and Borrowings (“Financial Leverage”) to make Currency Investments, rather than by reducing the percentage of “Net Assets” (the Fund’s assets without taking into account Financial Leverage) invested in World Equity Investments for the purposes of making Currency Investments. “World Equity Investments” refers to investments in the Fund’s world equity strategy, consisting of equity securities of companies with market capitalizations of \$3 billion or greater at the time of the Fund’s initial purchase. “Currency Investments” refers to investments in the Fund’s emerging income strategy, consisting of emerging market currencies (primarily by entering into forward currency contracts), or instruments whose value is derived from the performance of an underlying emerging market currency, but also may invest in debt obligations, including government, government agency and corporate obligations and structured notes denominated in emerging market currencies. “Currency Commitments” are the aggregate financial exposures created by forward currency contracts in excess of that represented in the Fund’s Net Assets, and “Borrowings” refers to the borrowings under the Fund’s credit facility. Assuming Financial Leverage in the amount of 33½% of the Fund’s Total Leveraged Assets, the annual fee payable to the Investment Manager would be 1.35% of Net Assets (i.e., not including amounts attributable to Financial Leverage).

The following is an example of this calculation of the Investment Manager’s fee, using very simple illustrations. If the Fund had assets of \$1,000, it could invest \$1,000 in

**Notes to Financial Statements (continued)**

December 31, 2008

World Equity Investments and enter into \$500 in forward currency contracts (because the Fund would not have to pay money at the time it enters into the currency contracts). Similarly, the Fund could invest \$1,000 in World Equity Investments, borrow \$500 and invest the \$500 in foreign currency denominated bonds. In either case, the Investment Manager's fee would be calculated based on \$1,500 of assets, because the fee is calculated based on Total Leveraged Assets (Net Assets plus Financial Leverage). In our example, the Financial Leverage is in the form of either the forward currency contracts (Currency Commitments) or investments from Borrowings. The amount of the Financial Leverage outstanding, and therefore the amount of Total Leveraged Assets on which the Investment Manager's fee is based, fluctuates daily based on changes in value of the Fund's portfolio holdings, including changes in value of the currency involved in the forward currency contracts and foreign currency denominated bonds acquired with the proceeds of Borrowings. However, the Investment Manager's fee will be the same regardless of whether Currency Investments are made with Currency Commitments or with Borrowings (without taking into account the cost of Borrowings).

**This method of calculating the Investment Manager's fee is different than the way closed-end investment companies typically calculate management fees.** Traditionally, closed-end investment companies calculate management fees based on Net Assets plus Borrowings (excluding Financial Leverage obtained through Currency Commitments). The Investment Manager's fee is different because the Fund's leverage strategy is different than the leverage strategy employed by many other closed-end investment companies. Although the Fund may employ Borrowings in making Currency Investments, the Fund's leverage strategy relies primarily on Currency Commitments, rather than relying exclusively on borrowing money and/or issuing preferred stock, as is the strategy employed by most closed-end investment companies. The Investment Manager's fee would be lower if its fee were calculated only on Net Assets plus Borrowings, because the Investment Manager would not earn fees on Currency Investments made with Currency Commitments (forward currency contracts). Using the example above, where the Fund has assets of \$1,000 and invests \$1,000 in World Equity Investments and \$500 in forward currency contracts, the following table illustrates how the Investment Manager's fee would be different if it did not earn management fees on these types of Currency Investments. A discussion of the most recent review and approval by the Fund's Board of Directors of the Management Agreement (including the method

of calculating the Investment Manager's fee) is included under "Other Information—Board Consideration of Management Agreement."

	Fund's management fee based on Total Leveraged Assets (includes Currency Commitments)	Typical management fee formula, calculated excluding Currency Commitments
<b>Beginning assets of \$1,000</b>		
World Equity Investments (Net Assets)	\$1,000	\$1,000
Currency Commitments	\$ 500	\$ 500
Assets used to calculate management fee	\$1,500	\$1,000
Management fee (0.90%)	\$13.50	\$ 9.00

*Investment Manager Fee Conflict Risk*—The fee paid to the Investment Manager for investment management services will be higher when the Fund uses Financial Leverage, whether through forward currency contracts or Borrowings, because the fee paid will be calculated on the basis of the Fund's assets including this Financial Leverage. Consequently, the Investment Manager may have a financial interest for the Fund to utilize such Financial Leverage, which may create a conflict of interest between the Investment Manager and the stockholders of the Fund.

The Fund has implemented procedures to monitor this potential conflict.

**4. Administrative Agreement**

The Fund has entered into an administrative agreement with State Street to provide certain administrative services. The Fund bears the cost of such services at a fixed annual rate of \$42,500, plus 0.02% of average daily net assets up to \$1 billion and 0.01% of average daily net assets over \$1 billion.

**5. Directors' Compensation**

Certain Directors of the Fund are officers of the Investment Manager. The Fund pays each Director who is not an employee or an affiliated person of the Investment Manager (the "Independent Directors") an annual aggregate fee of \$60,000, plus \$4,000 per meeting attended in person (\$1,500 per meeting attended by telephone) for the Fund, The Lazard Funds, Inc., Lazard Retirement Series, Inc. and Lazard Global Total Return and Income Fund, Inc. (collectively, the "Lazard Funds"), each a registered management investment company advised by the Investment Manager, and reimburses them for travel and other out of pocket expenses for attending Board and committee meetings. The Independent Directors also are paid \$1,000 for each committee, subcommittee or other special meetings not held in

## Notes to Financial Statements (continued)

December 31, 2008

conjunction with a Board meeting, as specifically authorized by the Board of Directors and held in connection with delegated Fund business. In addition, the Chairman of the Audit Committees for the Lazard Funds also receives an annual fee of \$5,000.

### 6. Securities Transactions and Transactions with Affiliates

Purchases and sales of portfolio securities (excluding short-term securities) for the year ended December 31, 2008 were \$109,182,358 and \$117,683,945, respectively.

For the year ended December 31, 2008, no brokerage commissions were paid to affiliates of the Investment Manager or other affiliates of the Fund for portfolio transactions executed on behalf of the Fund.

### 7. Line of Credit

The Fund has a \$30 million Line of Credit Agreement (the "Agreement") with State Street primarily to borrow to invest Fund assets in Currency Investments. The Fund may borrow the lesser of \$30 million or 33⅓% of its Total Leveraged Assets. Interest on borrowings is payable at the Federal Funds rate plus 0.50%, on an annualized basis. Under the Agreement, the Fund has agreed to pay a 0.10% per annum fee on the unused portion of the commitment, payable quarterly in arrears. During the year ended December 31, 2008, the Fund had borrowings under the Agreement as follows:

Average Daily Loan Balance	Maximum Daily Loan Outstanding	Weighted Average Interest Rate
\$21,361,202	\$26,950,000	2.66%

### 8. Foreign Securities Investment Risks

The Fund invests in securities of foreign entities and instruments denominated in foreign currencies which involve risks not typically involved in domestic investments. Foreign investments carry special risks, such as exposure to currency fluctuations, less developed or less efficient trading markets, political instability, a lack of company information, differing auditing and legal standards and, potentially, less liquidity. The Fund's investments in emerging markets are exposed to additional volatility. The Fund's performance will be influenced by political, social and economic factors affecting emerging markets. Emerging market countries generally have economic structures that are less diverse and mature, and political systems that are less stable, than those of developed countries.

### 9. Fair Value Measurements

The Fund adopted FASB Statement of Financial Accounting Standards No. 157, *Fair Value Measurements* ("SFAS 157"), effective January 1, 2008. In accordance with SFAS 157, fair value is defined as the price that the Fund would receive to sell an asset, or would pay to transfer a liability, in an orderly transaction between market participants at the date of measurement. SFAS 157 also establishes a framework for measuring fair value, and a three-level hierarchy for fair value measurement that is based upon the transparency of inputs to the valuation of an asset or liability. Inputs may be observable or unobservable and refer, broadly, to the assumptions that market participants would use in pricing the asset or liability. Observable inputs reflect the assumptions that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Fund. Unobservable inputs reflect the Fund's own assumptions about the assumptions that market participants would use in pricing the asset or liability, developed based on the best information available in the circumstances. Each investment is assigned a level based upon the observability of the inputs which are significant to the overall valuation. The three-level hierarchy of inputs is summarized below.

- Level 1—unadjusted quoted prices in active markets for identical investments
- Level 2—other significant observable inputs (including unadjusted quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)
- Level 3—significant unobservable inputs (including the Fund's own assumptions in determining the fair value of investments)

The inputs or methodology used for valuing securities are not necessarily an indication of the risks associated with investing in these securities.

The following tables summarize the valuation of the Fund's investments by the above fair value hierarchy levels as of December 31, 2008.

Level	Investments in Securities	Other Financial Instruments*
Level 1	\$65,214,256	\$ —
Level 2	6,502,908	(235,527)
Level 3	7,753,764	—
Total	<u>\$79,470,928</u>	<u>\$(235,527)</u>

\* Other financial instruments are derivative instruments such as forward contracts which are valued at the unrealized appreciation/depreciation on the instrument.

**Notes to Financial Statements (concluded)**

December 31, 2008

Following is a reconciliation of investments in which significant unobservable inputs (Level 3) were used in determining fair value:

	<b>Investments in Securities</b>
Balance as of 12/31/07	\$ 4,017,711
Accrued discounts/premiums	30,861
Realized gain (loss)	—
Change in unrealized appreciation/ depreciation	(2,049,647)
Net purchases (sales)	5,754,839
Net transfers in and/or out of Level 3	—
Balance as of 12/31/08	<u>\$ 7,753,764</u>
Net change in unrealized appreciation/ depreciation from investments still held as of 12/31/08	<u>\$(2,049,647)</u>

**10. Accounting Pronouncements**

In March 2008, the FASB issued Statement of Financial Accounting Standards No. 161, Disclosures about *Derivative Instruments and Hedging Activities*, an amendment of FASB Statement No. 133 (“SFAS 161”), which is effective for fiscal years beginning after November 15, 2008 and interim periods within those fiscal years. SFAS 161 is intended to improve financial reporting for derivative instruments and hedging activities by requiring enhanced disclosure that enables investors to better understand how and why an entity uses derivatives, how derivatives are accounted for, and how derivatives affect an entity’s results of operations and financial position. Management is currently assessing the impact that SFAS 161 will have on the Fund’s financial statements and related disclosures upon adoption.

On September 12, 2008, Statement of Financial Accounting Standards No. 133-1, *Disclosures about Credit Derivatives and Certain Guarantees* (“SFAS 133-1”) was issued and is effective for fiscal years ending after November 15, 2008. SFAS 133-1 requires a seller of credit derivatives, including credit derivatives embedded in hybrid instruments, to provide certain disclosures for each credit derivative (or group of similar credit derivatives) presented on the Statement of Assets and Liabilities. There was no material impact on the Fund’s financial statements.

On October 10, 2008, FASB issued FASB Staff Position (FSP) 157-3, *Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active* (“FSP 157-3”), in response to the deterioration of the credit markets. This FSP provides guidance clarifying how SFAS 157 should be applied when valuing securities in markets that are not active. The guidance provides an illustrative example that applies the objectives and framework of SFAS 157, utilizing management’s internal cash flow and discount rate assumptions when relevant observable data does not exist. It further clarifies how observable market information and market quotes should be considered when measuring fair value in an inactive market. It reaffirms the notion of fair value as an exit price as of the measurement date and that fair value analysis is a transactional process and should not be broadly applied to a group of assets. FSP 157-3 is effective upon issuance including prior periods for which financial statements have not been issued. FSP 157-3 did not have a material effect on the fair value of the Fund’s assets.

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*Lazard World Dividend & Income Fund, Inc.*

## **Report of Independent Registered Public Accounting Firm**

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To the Stockholders and Board of Directors of  
Lazard World Dividend & Income Fund, Inc.:

We have audited the accompanying statement of assets and liabilities of Lazard World Dividend & Income Fund, Inc. (the "Fund"), including the portfolio of investments, as of December 31, 2008, and the related statement of operations and cash flows for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, and the financial highlights for the periods presented. These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. The Fund is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. Our procedures included confirmation of securities owned as of December 31, 2008, by correspondence with the custodian and brokers; where replies were not received from brokers, we performed other auditing procedures. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of Lazard World Dividend & Income Fund, Inc. as of December 31, 2008, and the results of its operations and its cash flows for the year then ended, the changes in its net assets for each of the two years in the period then ended, and the financial highlights for the periods presented, in conformity with accounting principles generally accepted in the United States of America.

DELOITTE & TOUCHE LLP  
New York, New York  
February 27, 2009

## **Proxy Voting Results**

(unaudited)

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The Annual Meeting of Stockholders was held on April 24, 2008, to vote on the following proposal. The proposal received the required number of votes of stockholders and was adopted.

### **Election of the following Directors:**

- three Class II Directors (Kenneth S. Davidson, Nancy A. Eckl and Lester Z. Lieberman), each to serve for a three-year term expiring at the 2011 Annual Meeting and until his or her successor is duly elected and qualified.

<u>Director</u>	<u>For</u>	<u>Withhold Authority</u>
Kenneth S. Davidson	6,476,472	141,883
Nancy A. Eckl	6,464,124	154,231
Lester Z. Lieberman	6,452,137	166,218

## **Dividend Reinvestment Plan**

(unaudited)

Unless you elect to receive distributions in cash (i.e., opt-out), all dividends, including any capital gain distributions, on your Common Stock will be automatically reinvested by Computershare, Inc., as dividend disbursing agent (the "Plan Agent"), in additional Common Stock under the Fund's Dividend Reinvestment Plan (the "Plan"). You may elect not to participate in the Plan by contacting the Plan Agent. If you do not participate, you will receive all distributions in cash, paid by check mailed directly to you by the Plan Agent.

Under the Plan, the number of shares of Common Stock you will receive will be determined on the dividend or distribution payment date, as follows:

- (1) If the Common Stock is trading at or above net asset value at the time of valuation, the Fund will issue new shares at a price equal to the greater of (i) net asset value per Common Share on that date or (ii) 95% of the Common Stock's market price on that date.
- (2) If the Common Stock is trading below net asset value at the time of valuation, the Plan Agent will receive the dividend or distribution in cash and will purchase Common Stock in the open market, on the NYSE or elsewhere, for the participants' accounts. It is possible that the market price for the Common Stock may increase before the Plan Agent has completed its purchases. Therefore, the average purchase price per share paid by the Plan Agent may exceed the market price at the time of valuation, resulting in the purchase of fewer shares than if the dividend or distribution had been paid in Common Stock issued by the Fund. The Plan Agent will use all dividends and distributions received in cash to purchase Common Stock in the open market within 30 days of the valuation date. Interest will not be paid on any uninvested cash payments.

You may withdraw from the Plan at any time by giving written notice to the Plan Agent. If you withdraw or the

Plan is terminated, you will receive whole shares in your account under the Plan and you will receive a cash payment for any fraction of a share in your account. If you wish, the Plan Agent will sell your shares and send you the proceeds, minus an initial \$15 service fee plus \$0.12 per share being liquidated (for processing and brokerage expenses).

The Plan Agent maintains all stockholders' accounts in the Plan and gives written confirmation of all transactions in the accounts, including information you may need for tax records. Shares of Common Stock in your account will be held by the Plan Agent in non-certificated form. Any proxy you receive will include all Common Stock you have received under the Plan.

There is no brokerage charge for reinvestment of your dividends or distributions in newly-issued shares of Common Stock. However, all participants will pay a pro rata share of brokerage commissions incurred by the Plan Agent when it makes open market purchases.

Automatically reinvesting dividends and distributions does not mean that you do not have to pay income taxes due upon receiving dividends and distributions.

If you hold your Common Stock with a brokerage firm that does not participate in the Plan, you will not be able to participate in the Plan and any dividend reinvestment may be effected on different terms than those described above. Consult your financial advisor for more information.

The Fund reserves the right to amend or terminate the Plan if, in the judgment of the Board of Directors, the change is warranted. There is no direct service charge to participants in the Plan (other than the service charge when you direct the Plan Agent to sell your Common Stock held in a dividend reinvestment account); however, the Fund reserves the right to amend the Plan to include a service charge payable by the participants. Additional information about the Plan may be obtained from the Plan Agent at P.O. Box 43010, Providence, Rhode Island 02940-3010.

## Board of Directors and Officers Information

(unaudited)

Name (Age) Address <sup>(1)</sup>	Position(s) with the Fund (Since) and Term <sup>(2)</sup>	Principal Occupation(s) During Past 5 Years and Other Directorships Held <sup>(2)</sup>
<b>Board of Directors:</b>		
<b><u>Class I—Directors with Term Expiring in 2010</u></b>		
<b>Independent Directors:</b>		
Leon M. Pollack (68)	Director (August 2006)	Former Managing Director, Donaldson, Lufkin & Jenrette; Trustee, Adelphi University
Robert M. Solmson (61)	Director (April 2005)	Director, Colonial Williamsburg Co.; Former Chief Executive Officer and Chairman, RFS Hotel Investors, Inc.; Former Director, Morgan Keegan & Co., Inc.; Former Director, Independent Bank, Memphis
<b>Interested Director<sup>(3)</sup>:</b>		
Charles Carroll (48)	Chief Executive Officer, President and Director (April 2005)	Deputy Chairman and Head of Global Marketing of the Investment Manager
<b><u>Class II—Directors with Term Expiring in 2011</u></b>		
<b>Independent Directors:</b>		
Kenneth S. Davidson (63)	Director (April 2005)	President, Davidson Capital Management Corporation; President, Aquiline Advisors LLC; Trustee, The Juilliard School; Chairman of the Board, Bridgehampton Chamber Music Festival; Trustee, American Friends of the National Gallery, London
Nancy A. Eckl (46)	Director (February 2007)	Former Vice President, Trust Investments, American Beacon Advisors, Inc. (“American Beacon”) and Vice President of certain funds advised by American Beacon; Trustee, College Retirement Equities Fund; Trustee, TIAA-CREF Funds and TIAA-CREF Life Funds, and Member of the Management Committee of TIAA Separate Account VA-I
Lester Z. Lieberman (78)	Director (April 2005)	Private Investor; Chairman, Healthcare Foundation of New Jersey; Director, Cives Steel Co.; Director, Northside Power Transmission Co.; Advisory Trustee, New Jersey Medical School; Director, Public Health Research Institute; Trustee Emeritus, Clarkson University; Council of Trustees, New Jersey Performing Arts Center
<b><u>Class III—Directors with Term Expiring in 2009</u></b>		
<b>Independent Director:</b>		
Richard Reiss, Jr. (64)	Director (April 2005)	Chairman, Georgica Advisors LLC, an investment manager; Director, O’Charley’s, Inc., a restaurant chain
<b>Interested Director<sup>(3)</sup>:</b>		
Ashish Bhutani (48)	Director (July 2005)	Chief Executive Officer of the Investment Manager

<sup>(1)</sup> The address of each Director is Lazard Asset Management LLC, 30 Rockefeller Plaza, New York, New York 10112-6300.

<sup>(2)</sup> Each Director also serves as a Director for each of the Lazard Funds (comprised of 20 investment portfolios). All of the Independent Directors, except Mr. Lieberman, are also board members of Lazard Alternative Strategies Fund, L.L.C., a privately-offered fund registered under the Act and advised by an affiliate of the Investment Manager.

<sup>(3)</sup> Messrs. Bhutani and Carroll are “interested persons” (as defined in the Act) of the Fund because of their positions with the Investment Manager.

The Fund’s Statement of Additional Information contains further information about the Directors and is available without charge by calling 800-823-6300.

Lazard World Dividend & Income Fund, Inc.

**Board of Directors and Officers Information (concluded)**  
(unaudited)

Name (Age) Address <sup>(1)</sup>	Position(s) with the Fund (Since) and Term <sup>(2)</sup>	Principal Occupation(s) During Past 5 Years
<b>Officers:</b>		
Nathan A. Paul (36)	Vice President and Secretary	Managing Director and General Counsel of the Investment Manager
Stephen St. Clair (50)	Treasurer	Vice President of the Investment Manager
Brian D. Simon (46)	Chief Compliance Officer and Assistant Secretary	Director and Chief Compliance Officer of the Investment Manager
Cesar A. Trelles (34)	Assistant Treasurer	Fund Administration Manager of the Investment Manager; Manager for Mutual Fund Finance Group at UBS Global Asset Management, from August 1998 to August 2004

<sup>(1)</sup> The address of each officer is Lazard Asset Management LLC, 30 Rockefeller Plaza, New York, New York 10112-6300.

<sup>(2)</sup> Each officer became an officer in April 2005, except that Mr. Simon has served as Chief Compliance Officer since January 2009. Each officer serves for an indefinite term, until his successor is elected and qualified, and serves in the same capacity for the other Lazard Funds.

## **Other Information**

(unaudited)

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### **Tax Information**

#### **Year Ended December 31, 2008**

The following tax information represents year end disclosures of the tax benefits passed through to stockholders for 2008:

Of the dividends paid by the Fund, 59.01% of each dividend will be subject to a maximum tax rate of 15%, as provided by the Jobs and Growth Tax Relief Reconciliation Act of 2003. The same information will be reported in conjunction with your 2008 1099-DIV.

Of the dividends paid by the Fund, 19.05% of the dividends qualify for the dividends received deduction available to corporate shareholders.

Pursuant to Section 871 of the Code, the Fund has no designated qualified short-term gains for purposes of exempting withholding of tax on such distributions to U.S. nonresident shareholders.

### **Certifications**

The Fund's chief executive officer has certified to the NYSE, pursuant to the requirements of Section 303A.12(a) of the NYSE Listed Company Manual, that as of May 20, 2008 he was not aware of any violation by the Fund of applicable NYSE corporate governance listing standards. The Fund's reports to the Securities and Exchange Commission (the "SEC") on Forms N-CSR and N-Q contain certifications by the Fund's chief executive officer and chief financial officer as required by Rule 30a-2(a) under the Act, including certifications regarding the quality of the Fund's disclosure in such reports and certifications regarding the Fund's disclosure controls and procedures and internal control over financial reporting.

### **Proxy Voting**

A description of the policies and procedures used to determine how proxies relating to Fund portfolio securities are voted is available (1) without charge, upon request, by calling (800) 823-6300 or (2) on the SEC's website at <http://www.sec.gov>.

The Fund's proxy voting record for the most recent 12-month period ended June 30 is available (1) without charge, upon request, by calling (800) 823-6300 or (2) on the SEC's website at <http://www.sec.gov>. Information as of June 30 each year will generally be available by the following August 31.

### **Form N-Q**

The Fund files a complete schedule of its portfolio holdings for the first and third quarters of its fiscal year with the SEC on Form N-Q. The Fund's Forms N-Q are available on the SEC's website at <http://www.sec.gov> and may be reviewed and copied at the SEC's Public Reference Room in Washington, D.C. Information on the operation of the SEC's Public Reference Room may be obtained by calling 1-800-SEC-0330.

### **Board Consideration of Management Agreement**

At the meeting of the Fund's Board of Directors held on November 3, 2008, the Board considered the approval, for an additional annual period, of the Management Agreement. The Directors who are not interested persons (as defined in the Act) of the Fund (the "Independent Directors") were assisted in their review by independent legal counsel and met with counsel in executive session separate from representatives of the Investment Manager.

### **Services Provided**

Representatives of the Investment Manager gave a presentation to the Board about the nature, extent and quality of services that the Investment Manager provides the Fund, including a discussion of the Investment Manager and its clients (of which the Lazard Funds complex of 20 portfolios comprises approximately \$8 billion of the approximately \$100 billion of total assets under the management of the Investment Manager and its global affiliates). The representatives of the Investment Manager noted that the Investment Manager provides significant benefits to the Fund through substantial investment in the Investment Manager's global investment advisory business, including technology and operational support and significant marketing infrastructure. The Directors also considered information provided by the Investment Manager regarding its personnel, resources, business reputation, financial condition and experience. The Directors were provided with the Fund's market price performance and market discount to net asset value and distributions.

## **Other Information** (continued)

(unaudited)

The Directors considered the various services provided by the Investment Manager to the Fund and considered the Investment Manager's research and portfolio management capabilities and that the Investment Manager also provides oversight of day-to-day operations of the Fund, including fund accounting and administration and assistance in meeting legal and regulatory requirements. The Directors also considered the Investment Manager's administrative, accounting and compliance infrastructure and agreed that the Fund benefits from the extensive services of the Investment Manager's global platforms, and accepted management's assertion that such services are greater than those typically provided to an \$8 billion fund complex.

### Comparative Performance and Advisory Fees and Expense Ratios

The Directors reviewed the relative performance and advisory fees and expense ratio for the Fund, including comparative information through September 30, 2008 prepared by Lipper Inc. ("Lipper"), an independent provider of investment company data. Lipper's materials stated that Lipper's reports are specifically designed to provide boards of directors the necessary fee, expense and investment performance information to help fulfill their advisory contract renewal responsibilities under Section 15(c) of the Act.

The Directors noted that the Fund's total return performance (based on net asset value) generally ranked at or below the median range of its Lipper comparison group ("Group") and Lipper category ("Category"). The Directors also discussed the advisory fees and current expense ratio for the Fund, and it was noted that they ranked below the median range of the Group and Category. The Directors, however, noted that no funds in the Group or Category pursued a strategy similar to that of the Fund's strategy of investing in world equity securities and in forward currency contracts. They also were advised that the Investment Manager did not manage any other accounts using the Fund's investment strategy.

### Fee Calculation

The Board considered that the method of calculating management fees is based on the Fund's Total Leveraged Assets<sup>1</sup>, pursuant to which the management fee borne by stockholders will increase to the extent the Investment Manager makes Currency Investments by incurring Financial Leverage rather than reducing the percentage of Net Assets invested in World Equity Investments for the purposes of making Currency Investments, and considered the advantages of increased investment exposure through Financial Leverage. The Board considered the economic equivalence, and the similarities, from an investment management perspective, of Currency Investments (1) made with Currency Commitments and (2) made with the proceeds of Borrowings.

The Board considered that (1) this method of calculating management fees is different than the way closed-end investment companies typically calculate management fees, (2) traditionally closed-end funds calculate management fees based on Net Assets plus Borrowings (excluding Financial Leverage obtained through Currency Commitments) and (3) the Investment Manager's fee would be lower if its fee were calculated only on Net Assets plus Borrowings, because the Investment Manager would not earn fees on Currency Investments made with Currency Commitments (forward currency contracts or other derivative instruments whose value is derived from the performance of an underlying emerging market currency). The Board considered that the Investment Manager's fee is different because the Fund's leverage strategy is different than the strategy employed by many other leveraged closed-end investment companies—that although the Fund may employ Borrowings in making Currency Investments, the Fund's leverage strategy relies primarily on Currency Commitments rather than relying exclusively on borrowing money and/or issuing preferred stock. The Board considered the Fund's use of Currency Commitments for leverage (rather than relying exclusively on borrowing money and/or issuing preferred stock) and the Investment Manager's belief that forward currency contracts, or other derivative instruments whose value is derived from the performance of an underlying emerging market currency, often offer a more attractive way to gain exposure to emerging market interest rate opportunities and currencies than investments in debt obligations and the fact that there might not be a viable debt market in certain emerging market countries. The Board also considered the Investment Manager's view that foreign currency contracts present less counterparty and custody risks and the Investment Manager's extensive expertise with these instruments, as discussed in detail in previous Board meetings.

Procedures adopted by the Investment Manager to evaluate possible conflicts of interest that may arise from the fee calculation methodology, included the following: (1) no less frequently than monthly, decisions regarding the amount of the

<sup>1</sup> Capitalized terms used in the section without definition have the respective meanings ascribed to them in the Fund's prospectus and shareholder reports.

## **Other Information (concluded)** (unaudited)

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Fund's allocation to Currency Investments must be reviewed by a Managing Director of the Investment Manager not involved in the decision-making process and the Fund's Chief Compliance Officer, and that such review be documented to include the basis therefor, documentation to be retained for six years, the first two years in an easily accessible place, (2) the Investment Manager must provide the Board with a quarterly report regarding these decisions and the reasons therefor and (3) the Investment Manager must deliver a quarterly certification to the Board, signed by a Managing Director of the Investment Manager and the Fund's or the Investment Manager's Chief Compliance Officer (as applicable), that the procedures had been complied with during the previous quarter. The Investment Manager representatives stated that such procedures had been followed and that the Investment Manager would continue to follow those procedures.

### Investment Manager Profitability and Economies of Scale

The Directors reviewed information prepared by the Investment Manager for the Fund concerning the expenses incurred, and profits realized, by the Investment Manager and its affiliates resulting from the Management Agreement, including the projected dollar amount of expenses allocated and profit received by the Investment Manager for the calendar year ending December 31, 2008 and the method used to determine such expenses and profits. The representatives of the Investment Manager stated that neither the Investment Manager nor its affiliates receive any significant indirect benefits from managing the Fund. The Investment Manager's representatives stated that the Investment Manager's broker-dealer affiliate is not currently used for brokerage purposes and that the Investment Manager did not benefit from money flow (float) in connection with transactions in the Fund's shares. The Investment Manager's representatives noted that the Investment Manager does obtain soft dollar research, as reviewed by the Board each quarter.

It was noted that the profitability percentage for the Fund was within ranges determined by relevant court cases not to be so disproportionately large that it bore no reasonable relationship to the services rendered and, given the overall service levels, was thought not to be excessive, and the Board concurred with this analysis.

The Directors considered the Investment Manager's profitability (projected for the 2008 calendar year) with respect to the Fund as part of their evaluation of whether the Fund's fee under the Management Agreement bears a reasonable relationship to the mix of services provided by the Investment Manager, including the nature, extent and quality of such services. The Investment Manager representatives noted that profitability levels had been relatively stable in recent years. The Directors evaluated the costs of the services provided and profits realized by the Investment Manager and its affiliates from the relationship with the Fund in light of the relevant circumstances. It was noted that a discussion of economies of scale should be predicated on increasing assets and that because the Fund is a closed-end fund without daily inflows and outflows of capital there were not at this time significant economies of scale to be realized by the Investment Manager in managing the Fund's assets. The Directors also considered potential benefits to the Investment Manager and its affiliates from the Investment Manager acting as investment adviser to the Fund.

At the conclusion of these discussions, each of the Directors expressed the opinion that he or she had been furnished with sufficient information to make an informed business decision with respect to renewal of the Management Agreement. Based on its discussions and considerations as described above, the Board made the following conclusions and determinations.

- The Board concluded that the nature, extent and quality of the services provided by the Investment Manager are adequate and appropriate, noting the benefits of advisory and research services associated with a \$100 billion global asset management business.
- The Board was generally satisfied with the Fund's performance.
- The Board concluded that the Fund's fee paid to the Investment Manager was reasonable in light of the services provided, comparative advisory fee and expense ratio information, costs of the services provided and profits realized and other benefits derived by the Investment Manager from the relationship with the Fund.
- The Board determined that because the Fund is a closed-end fund without daily inflows and outflows of capital, the Fund's fee schedule is reasonable in light of current economies of scale considerations and that there were not at this time significant economies of scale to be realized by the Investment Manager.

The Board considered these conclusions and determinations in their totality and, without any one factor being dispositive, determined that approval of the Management Agreement was in the best interests of the Fund and its stockholders.

**Lazard World Dividend & Income Fund, Inc.**

30 Rockefeller Plaza  
New York, New York 10112-6300  
Telephone: 800-823-6300  
<http://www.LazardNet.com>

**Investment Manager**

Lazard Asset Management LLC  
30 Rockefeller Plaza  
New York, New York 10112-6300  
Telephone: 800-823-6300

**Custodian**

State Street Bank and Trust Company  
One Lincoln Street  
Boston, Massachusetts 02111

**Transfer Agent and Registrar**

Computershare Trust Company, N.A.  
P.O. Box 43010  
Providence, Rhode Island 02940-3010

**Dividend Disbursing Agent**

Computershare, Inc.  
P.O. Box 43010  
Providence, Rhode Island 02940-3010

**Independent Registered Public Accounting Firm**

Deloitte & Touche LLP  
Two World Financial Center  
New York, New York 10281-1414

**Legal Counsel**

Stroock & Stroock & Lavan LLP  
180 Maiden Lane  
New York, New York 10038-4982  
<http://www.stroock.com>

This report is intended only for the information of stockholders of Common Stock of Lazard World Dividend & Income Fund, Inc.

