

# DGT HOLDINGS CORP.

Filed by  
**STEEL PARTNERS II LP**

**FORM SC 13D/A**  
(Amended Statement of Beneficial Ownership)

Filed 03/27/03

Address	100 PINE AIRE DRIVE BAY SHORE, NY 11706
Telephone	631 231-6400
CIK	0000027748
Symbol	DGTC
SIC Code	3679 - Electronic Components, Not Elsewhere Classified
Industry	Medical Equipment & Supplies
Sector	Healthcare
Fiscal Year	07/31

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

(Amendment No. 4)1

DEL GLOBAL TECHNOLOGIES CORP.  
-----

(Name of Issuer)

COMMON STOCK, \$.10 PAR VALUE  
-----

(Title of Class of Securities)

245073 10 1  
-----

(CUSIP Number)

STEVEN WOLOSKY, ESQ.  
OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP  
505 Park Avenue  
New York, New York 10022  
(212) 753-7200  
-----

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

March 26, 2003  
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(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box / /.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 31 Pages)

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1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	STEEL PARTNERS II, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) /X/ (b) / /
3	SEC USE ONLY	
4	SOURCE OF FUNDS* WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	/ /
6	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE	
	7	SOLE VOTING POWER  903,216
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  903,216
	10	SHARED DISPOSITIVE POWER  - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  903,216	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	/ /
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  8.7%	
14	TYPE OF REPORTING PERSON*	
	PN	

=====

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 245073 10 1

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13D

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Page 3 of 31 Pages

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1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

WARREN G. LICHTENSTEIN

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) /X/  
(b) / /

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS\*  
OO

-----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) OR 2(e) / /

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		903,216

-----

8	SHARED VOTING POWER
---	---------------------

- 0 -

-----

9	SOLE DISPOSITIVE POWER
---	------------------------

903,216

-----

10	SHARED DISPOSITIVE POWER
----	--------------------------

- 0 -

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON

903,216

-----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\* / /

-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.7%

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IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 245073 10 1

13D

Page 4 of 31 Pages

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	WEBFINANCIAL CORPORATION	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) /X/ (b) / /
3	SEC USE ONLY	
4	SOURCE OF FUNDS* WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	/ /
6	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
7	SOLE VOTING POWER  28,646	
8	SHARED VOTING POWER  - 0 -	
9	SOLE DISPOSITIVE POWER  28,646	
10	SHARED DISPOSITIVE POWER  - 0 -	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  28,646	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	/ /
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	

LESS THAN 1%

14 TYPE OF REPORTING PERSON\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 245073 10 1

13D

Page 5 of 31 Pages

1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

HENRY PARTNERS, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) /X/  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

7 SOLE VOTING POWER  
233,000

8 SHARED VOTING POWER

- 0 -

9 SOLE DISPOSITIVE POWER

233,000

10 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON

233,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\* / /

2.3%

14 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 245073 10 1

13D

Page 6 of 31 Pages

1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

MATTHEW PARTNERS, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) /X/  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
7 SOLE VOTING POWER  
114,298

8 SHARED VOTING POWER  
- 0 -

9 SOLE DISPOSITIVE POWER  
114,298

10 SHARED DISPOSITIVE POWER  
- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

114,298

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.1%

14 TYPE OF REPORTING PERSON\*  
PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 245073 10 1

13D

Page 7 of 31 Pages

1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
HENRY INVESTMENT TRUST, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) /X/  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
PENNSYLVANIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
7 SOLE VOTING POWER  
347,298

8 SHARED VOTING POWER  
- 0 -

9 SOLE DISPOSITIVE POWER  
347,298

10 SHARED DISPOSITIVE POWER  
- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON



347,298

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.3%

14 TYPE OF REPORTING PERSON\*  
PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 245073 10 1

13D

Page 8 of 31 Pages

1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

CANINE PARTNERS, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) /X/  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

PENNSYLVANIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 SOLE VOTING POWER  
347,298

8 SHARED VOTING POWER

- 0 -

9 SOLE DISPOSITIVE POWER

347,298

10 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

347,298

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.3%

14 TYPE OF REPORTING PERSON\*

00

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 245073 10 1

13D

Page 9 of 31 Pages

1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

DAVID W. WRIGHT

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) /X/  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
OO, PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) OR 2(e)

/ /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

7 SOLE VOTING POWER

355,298

8 SHARED VOTING POWER

- 0 -

9 SOLE DISPOSITIVE POWER

355,298

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

355,298

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.4%

14 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 245073 10 1

13D

Page 10 of 31 Pages

1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

GERALD M. CZARNECKI

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) /X/  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

/ /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
7 SOLE VOTING POWER

- 0 -

8 SHARED VOTING POWER

- 0 -

9 SOLE DISPOSITIVE POWER

- 0 -

10 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 0 -

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 245073 10 1

13D

Page 11 of 31 Pages

1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

SUZANNE M. HOPGOOD

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) /X/  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) OR 2(e)

/ /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
7 SOLE VOTING POWER  
- 0 -

8 SHARED VOTING POWER

- 0 -

9 SOLE DISPOSITIVE POWER

- 0 -

10 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 0 -

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 245073 10 1

13D

Page 12 of 31 Pages

The following constitutes Amendment No. 4 ("Amendment No. 4") to the Schedule 13D filed by Steel Partners II, L.P., Warren G. Lichtenstein and WebFinancial Corporation with the Securities and Exchange Commission on November 26, 2002. This Amendment No. 4 amends the Schedule 13D as specifically set forth.

Item 2 is hereby amended and restated to read as follows:

Item 2. Identity and Background.

(a)-(c) This Statement is filed jointly by Steel Partners II, L.P., a Delaware limited partnership ("Steel Partners II"), Warren G. Lichtenstein, WebFinancial Corporation, a Delaware corporation ("WebFinancial"), Henry Partners, L.P., a Delaware limited partnership ("Henry Partners"), Matthew Partners, L.P., a Delaware limited partnership ("Matthew Partners"), Henry Investment Trust, L.P., a Pennsylvania limited partnership ("HIT"), Canine Partners, L.L.C., a Pennsylvania limited liability company ("Canine"), David W. Wright, Gerald M. Czarnecki and Suzanne M. Hopgood. Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons."

Steel Partners, L.L.C., a Delaware limited liability company ("Partners LLC"), is the general partner of Steel Partners II. The sole executive officer and managing member of Partners LLC is Warren Lichtenstein, who is Chairman of the Board, Chief Executive Officer and Secretary. The principal business of Steel Partners II is investing in the securities of small cap companies. The principal occupation of Mr. Lichtenstein is investing in the

securities of small cap companies. WebFinancial is a holding company with subsidiaries operating in the banking and specialty finance industries. Set forth in Schedule A annexed hereto is the name and present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted, of each of WebFinancial's directors and executive officers, as of the date hereof. Mr. Lichtenstein is the President, Chief Executive Officer and a director of WebFinancial. Mr. Lichtenstein disclaims beneficial ownership of Shares owned by WebFinancial. Steel Partners II, Mr. Lichtenstein and WebFinancial are sometimes referred to collectively as the "Lichtenstein Group."

The business address of each member of the Lichtenstein Group is 150 East 52nd Street, 21st Floor, New York, New York 10022.

David Wright is the President and Managing Member of Canine which is the general partner of HIT, which in turn is the general partner of each of Henry Partners and Matthew Partners. Henry Partners and Matthew Partners are private investment partnerships engaged in the purchase and sale of securities. HIT is the general partner of each of Henry Partners and Matthew Partners, and Canine is the general partner of HIT. The principal occupation of Mr. Wright is managing, through HIT, the investments of Henry Partners and Matthew Partners. Henry Partners, Matthew Partners, HIT, Canine and Mr. Wright are sometimes referred to collectively as the "Wright Group."

The business address of each member of the Wright Group is 255 South 17th Street, Suite 2501, Philadelphia, Pennsylvania 19103.

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CUSIP No. 245073 10 1  
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13D

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Page 13 of 31 Pages  
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The principal occupation of Gerald Czarnecki is serving as the Chairman and Chief Executive Officer of The Deltennium Corporation, a privately held holding company that operates various businesses of which Mr. Czarnecki is the principal stockholder. The business address of Mr. Czarnecki is c/o The Deltennium Corporation, 6900 Wisconsin Avenue, Suite #206, Bethesda, MD 20815.

The principal occupation of Suzanne Hopgood is serving as President of The Hopgood Group, LLC, a provider of consulting and interim management services to the hospitality and real estate industries. The business address of Ms. Hopgood is c/o The Hopgood Group, LLC, 44 Capitol Avenue, Suite 103A, Hartford, CT 06106.

Each of the Reporting Persons is party to the Joint Filing and Solicitation Agreement (the "Joint Filing and Solicitation Agreement") as further described in Item 6. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

(d) Neither the Reporting Persons nor any person listed in Schedule A has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) Neither the Reporting Persons nor any person listed in Schedule A has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Warren Lichtenstein, David Wright, Gerald Czarnecki and Suzanne Hopgood are citizens of the United States of America.

Item 4 is hereby amended to add the following:

On March 26, 2003, Steel Partners II delivered a letter to the Issuer, a copy of which is attached as an exhibit hereto and incorporated herein by reference, to nominate David W. Wright, Gerald M. Czarnecki and Suzanne M. Hopgood (collectively, the "Nominees"), as set forth therein, for election to the Issuer's Board of Directors at the Issuer's 2003 annual meeting of stockholders scheduled to be held on May 14, 2003, or any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof (the "Annual Meeting").

Item 5(a)-(b) is hereby amended to add the following:

Currently, neither Mr. Czarnecki nor Ms. Hopgood beneficially owns any Shares of Common Stock.

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CUSIP No. 245073 10 1  
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13D

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Page 14 of 31 Pages  
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Item 6 is hereby amended to add the following:

On March 26, 2003, the Reporting Persons entered into the Joint Filing and Solicitation Agreement, a copy of which is attached as an exhibit hereto and incorporated herein by reference, in which, among other things, (i) the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the Shares of Common Stock of the Issuer, (ii) the parties agreed to solicit proxies or written consents for the election of the Nominees, or any other person(s) nominated by Steel Partners II, to the Issuer's Board of Directors at the Annual Meeting (the "Solicitation"), and (iii) Steel Partners II and each of Henry Partners, L.P. and Matthew Partners, L.P. (and their affiliates) agreed to bear all expenses incurred in connection with the Reporting Persons' activities, including approved expenses incurred by any of the parties in connection with the Solicitation, in amounts to be mutually agreed upon by Steel Partners II and each of Henry Partners, L.P. and Matthew Partners, L.P. (and their affiliates); provided, however, that in no event shall the expenses borne by Henry Partners, L.P. and Matthew Partners, L.P. (and their affiliates) exceed \$25,000 in the aggregate.

Item 7 is hereby amended to add the following Exhibit:

Exhibit 2      Director Nomination Letter from Steel Partners II, L.P. to Del Global Technologies Corp., dated March 26, 2003, together with the Joint Filing and Solicitation Agreement attached thereto as Exhibit B.

[Signature Pages Follow]

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CUSIP No. 245073 10 1  
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13D

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Page 15 of 31 Pages  
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SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

STEEL PARTNERS II, L.P.

By: Steel Partners, L.L.C.  
General Partner

By: /s/ Warren G. Lichtenstein

-----  
Name: Warren G. Lichtenstein  
Title: Managing Member

/s/ Warren G. Lichtenstein

-----  
WARREN G. LICHTENSTEIN

WEBFINANCIAL CORPORATION

By: /s/ Warren G. Lichtenstein

-----  
Name: Warren G. Lichtenstein  
Title: President & Chief Executive  
Officer

HENRY PARTNERS, L.P.

By: Henry Investment Trust, L.P.  
General Partner

By: Canine Partners, L.L.C.  
General Partner

By: /s/ David W. Wright

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Name: David W. Wright  
Title: President

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CUSIP No. 245073 10 1  
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13D

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Page 16 of 31 Pages  
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MATTHEW PARTNERS, L.P.

By: Henry Investment Trust, L.P.  
General Partner

By: Canine Partners, L.L.C.  
General Partner

By: /s/ David W. Wright



-----  
Name: David W. Wright  
Title: President

HENRY INVESTMENT TRUST, L.P.

By: Canine Partners, L.L.C.  
General Partner

By: /s/ David W. Wright

-----  
Name: David W. Wright  
Title: President

CANINE PARTNERS, L.L.C.

By: /s/ David W. Wright

-----  
Name: David W. Wright  
Title: President

/s/ David W. Wright

-----  
DAVID W. WRIGHT

/s/ Gerald M. Czarnecki

-----  
GERALD M. CZARNECKI

/s/ Suzanne M. Hopgood

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SUZANNE M. HOPGOOD

-----  
CUSIP No. 245073 10 1  
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13D

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Page 17 of 31 Pages  
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Exhibit Index  
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	Exhibit -----	Page -----
1.	Joint Filing Agreement, dated March 20, 2003 (previously filed).	---
2.	Director Nomination Letter from Steel Partners II, L.P. to Del Global Technologies Corp., dated March 26, 2003, together with Joint Filing and Solicitation Agreement attached thereto as Exhibit B.	18-31

STEEL PARTNERS II, L.P.  
150 EAST 52ND STREET, 21ST FLOOR  
NEW YORK, NEW YORK 10022

March 26, 2003

BY FACSIMILE AND FEDERAL EXPRESS

Del Global Technologies Corp.  
One Commerce Park  
Valhalla, NY 10595  
Attention: Corporate Secretary

Re: Notice of Intention to Nominate Individuals for Election as  
Directors at the 2003 Annual Meeting of Stockholders of Del  
Global Technologies Corp.  
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Ladies and Gentlemen:

This letter shall serve to satisfy the advance notice requirements of Article II, Section 13 of the Amended and Restated Bylaws (the "Bylaws") of Del Global Technologies Corp. ("Del Global") as to the nomination by Steel Partners II, L.P., a Delaware limited partnership ("Steel"), of three (3) nominees for election to the Board of Directors of Del Global (the "Del Global Board") at the 2003 annual meeting of stockholders of Del Global scheduled to be held on May 14, 2003, or any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof (the "Annual Meeting").

This letter and all Exhibits attached hereto are collectively referred to as the "Notice." Steel is the beneficial owner of 903,216 shares of common stock, \$.10 par value per share (the "Common Stock"), of Del Global (not including shares of Common Stock beneficially owned by the other parties to the Joint Filing Agreement, as defined herein), 1,000 shares of which are held of record. Through this Notice, Steel hereby nominates and notifies you of its intent to nominate David W. Wright, Gerald M. Czarnecki and Suzanne M. Hopgood as nominees (the "Nominees") to be elected to the Del Global Board at the Annual Meeting. Steel believes that the Del Global Board is currently composed of four (4) members. To the extent there are in excess of four (4) vacancies on the Del Global Board to be filled by election at the Annual Meeting or Del Global increases the size of the Del Global Board above its existing size, Steel reserves the right to nominate additional nominees to be elected to the Del Global Board at the Annual Meeting. Additional nominations made pursuant to the preceding sentence are without prejudice to the position of Steel that any attempt to increase the size of the current Del Global Board constitutes an unlawful manipulation of Del Global's corporate machinery. If this Notice shall be deemed for any reason by a court of competent jurisdiction to be ineffective with respect to the nomination of any of the Nominees at the Annual Meeting, or if any individual Nominee shall be unable to serve for any reason, this Notice shall continue to be effective with respect to the remaining Nominee(s) and as

to any replacement Nominee(s) selected by Steel. The information concerning the Nominees required by Article II, Section 13 of the Bylaws is set forth below:

1. The information concerning the Nominees required by Regulation 14A of the Securities Exchange Act of 1934, as amended (the "Exchange Act") is as follows:

DAVID W. WRIGHT (Age 44) has served since 1997 as the President of the general partner of Henry Partners, L.P. and Matthew Partners, L.P., two private investment partnerships that invest in securities of publicly traded, micro cap companies. The business address of Mr. Wright is c/o Henry Investment Trust, L.P., 255 South 17th Street, Suite 2501, Philadelphia, PA 19103. As of the date hereof, Mr. Wright beneficially owned 355,298 shares of Common Stock, consisting of 8,000 shares owned directly by Mr. Wright, 233,000 shares owned directly by Henry Partners, L.P. and 114,298 shares owned directly by Matthew Partners, L.P. Mr. Wright is the President and Managing Member of Canine Partners, L.L.C., the general partner of Henry Investment Trust, L.P. ("HIT"), which in turn is the general partner of each of Henry Partners, L.P. and Matthew Partners, L.P. By virtue of his positions with Henry Partners, L.P. and Matthew Partners, L.P., Mr. Wright has sole voting and dispositive power with respect to the shares of Common Stock owned by such entities. For information regarding purchases and sales of securities beneficially owned by Mr. Wright during the past two years, see Exhibit A.

GERALD M. CZARNECKI (Age 63) has served as the Chairman and Chief Executive Officer of The Deltennium Corporation, a privately held holding company ("Deltennium"), since November 1995. Deltennium operates as a holding company for various businesses of which Mr. Czarnecki is the principal stockholder, including Deltennium Capital, Inc., a venture capital firm focusing on investments in the retailing, technology and financial services industries, The Deltennium Group, the platform for Mr. Czarnecki's management turnaround and seminar business, Deltennium Clips, Inc. and Great Clips Mid-Atlantic, Inc., franchisors of hair salons, and We The People Mid-Atlantic, Inc., a retail paralegal document services business. Mr. Czarnecki is a frequent speaker and seminar leader on a broad range of corporate governance issues. He is a member of the Board of Directors of the National Association of Corporate Directors, National Capital Area Chapter and is a consultant to Board Governance Services, Inc., a third party provider of advisory services to boards of directors. The business address of Mr. Czarnecki is c/o The Deltennium Corporation, 6900 Wisconsin Avenue, Suite #206, Bethesda, MD 20815.

SUZANNE M. HOPGOOD (Age 53) has served as the President of The Hopgood Group, LLC, a provider of consulting and interim management services to the hospitality and real estate industries, since founding the company in 1985. From August 2000 to October 2001, Ms. Hopgood served as President, Chief Executive Officer and as a director of Houlihan's Restaurant Group, Inc., an operator of full service casual dining restaurants. From May 1998 to May 2000, Ms. Hopgood served as Chairman of the Board of Furr's Restaurant Group, Inc. ("Furr's"), an operator of family-style cafeteria and buffet restaurants. She also served as Chief Executive Officer of Furr's from May 1998 to October 1998 and as a director from May 1996 to May 2000. Ms. Hopgood has extensive experience in corporate workouts, turnarounds and restructuring. She is the President of the National Association of Corporate Directors, Connecticut Chapter. The business address of Ms. Hopgood is c/o The Hopgood Group, LLC, 44 Capitol Avenue, Suite 103A, Hartford, CT 06106.

On January 14, 2003, Steel Partners, Ltd. ("SPL"), an affiliate of Steel, entered into a consulting agreement with HIT whereby HIT agreed to provide certain investment consulting services to SPL and to make available David W. Wright to perform such services. In consideration of the services to be furnished by HIT, SPL is required to pay to HIT a fixed monthly fee of \$7,500. The agreement is in effect for a term of six months and is automatically renewable for successive six-month periods unless and until terminated by either party in accordance with its terms.

On March 20, 2003, Steel, WebFinancial Corporation, a Delaware corporation, Warren G. Lichtenstein, Henry Partners, L.P., a Delaware limited partnership, Matthew Partners, L.P., a Delaware limited partnership, Henry Investment Trust, L.P., a Pennsylvania limited partnership, Canine Partners, L.L.C., a Pennsylvania limited liability company, and David W. Wright entered into a Joint Filing Agreement whereby they agreed to file a joint Schedule 13D (and amendments thereto) with respect to the Common Stock of Del Global (the "Joint Filing Agreement"). On March 21, 2003, the parties to the Joint Filing Agreement filed with the Securities and Exchange Commission a joint Schedule 13D disclosing that they have formed a group for the purpose of seeking representation on the Del Global Board.

On March 26, 2003, the parties to the Joint Filing Agreement, together with Gerald M. Czarnecki and Suzanne M. Hopgood (collectively, the "Group") entered into a Joint Filing and Solicitation Agreement in which, among other things, (i) the parties agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the Common Stock of Del Global, (ii) the parties agreed to solicit proxies or written consents for the election of the Nominees, or any other person(s) nominated by Steel, to the Del Global Board at the Annual Meeting (the "Solicitation"), and (iii) Steel and each of Henry Partners, L.P. and Matthew Partners, L.P. (and their affiliates) agreed to bear all expenses incurred in connection with the Group's activities, including approved expenses incurred by any of the parties in connection with the Solicitation, in amounts to be mutually agreed upon by Steel and each of Henry Partners, L.P. and Matthew Partners, L.P. (and their affiliates); provided, however, that in no event shall the expenses borne by Henry Partners, L.P. and Matthew Partners, L.P. (and their affiliates) exceed \$25,000 in the aggregate. The Joint Filing and Solicitation Agreement is attached hereto as Exhibit B and incorporated herein by reference and all references contained herein are qualified in their entirety by reference to such Joint Filing and Solicitation Agreement.

Except as set forth in this Notice, including the Exhibits hereto, as of the date hereof (i) no Nominee has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) in the past ten years; (ii) no Nominee owns any securities of Del Global, or any parent or subsidiary of Del Global, directly or indirectly, beneficially or of record, or has purchased or sold any securities of Del Global within the past two years, and none of his/her associates beneficially owns, directly or indirectly, any securities of Del Global; (iii) no Nominee owns any securities of Del Global, or any parent or subsidiary of Del Global, of record but not beneficially; (iv) no Nominee is, or was within the past year, a party to any contract arrangement or understanding with any person with respect to any securities of Del Global, including, but not limited to, joint ventures, loan or option arrangements, puts or calls, guarantees against loss or guarantees of profit, division of losses or profits or the giving or withholding of proxies; (v) no Nominee or his/her associates or any member of his/her immediate family has any (a) employment with Del Global or its affiliates or (b) has any material interest, direct or

indirect in any transaction, or series of similar transactions, to which Del Global or any of its subsidiaries was, is or will be a party to and in which the

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CUSIP No. 245073 10 1  
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13D

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Page 21 of 31 Pages  
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amount involved exceeds \$60,000.00; (vi) no Nominee or any of his/her associates has any arrangement or understanding with any person pursuant to which he/she was or is to be selected as a director, nominee or officer of Del Global; (vii) no Nominee has any substantial interest in the matters to be acted on at the Annual Meeting, except his/her interest in being nominated and elected as a director; and (viii) no Nominee has been a party to a legal proceeding described in Item 401(f) of Regulation S-K of the Exchange Act in the past five years.

2. Each of the Nominees has consented to be named as a nominee in this Notice, to be named as a nominee in any proxy statement filed by Steel in connection with the Solicitation and to serve as a director of Del Global if so elected. Such consents are attached hereto as Exhibit C.
3. The name and address of Steel, as we believe they appear on Del Global's books, is Steel Partners II, L.P., 150 East 52nd Street, 21st Floor, New York, New York 10022.
4. As of the date hereof, Steel is the beneficial owner of 903,216 shares of Common Stock of Del Global, 1,000 shares of which are held of record.
5. Steel hereby represents that it intends to deliver a proxy statement and form of proxies to a sufficient number of holders of Del Global's voting shares to elect the Nominees.

Please address any correspondence to Steel Partners II, L.P., Attention: Warren Lichtenstein, telephone (212) 813-1500, facsimile (212) 813-2198 (with a copy to our counsel, Olshan Grundman Frome Rosenzweig & Wolosky LLP, 505 Park Avenue, New York, New York 10022, Attention: Steven Wolosky, Esq., telephone (212) 753-7200, facsimile (212) 755-1467). The giving of this Notice is not an admission that the procedures for notice contained in the Bylaws are legal, valid or binding, and Steel reserves the right to challenge their validity. In addition, Steel reserves the right to challenge any effort by Del Global or the Del Global Board to conduct the Annual Meeting on any date other than May 14, 2003.

Very truly yours,

STEEL PARTNERS II, L.P.

By: Steel Partners L.L.C.,  
General Partner

/s/ Warren G. Lichtenstein  
-----

Warren G. Lichtenstein  
Managing Member

## EXHIBIT A

TRANSACTIONS IN THE SHARES OF DEL GLOBAL TECHNOLOGIES CORP.  
DURING THE PAST TWO YEARS

Class of Security	Quantity Purchased/(Sold)	Price Per Unit (\$)	Date of Purchase/(Sale)
-----			
HENRY PARTNERS, L.P.			
-----			
Common Stock	137,500	1.960	12/20/01
Common Stock	33,000	3.070	3/25/02
Common Stock	16,500	3.102	3/27/02
Common Stock	3,000	3.058	3/28/02
Common Stock	9,000	3.317	4/03/02
Warrants to purchase Common Stock	33,000	1.550	6/12/02
Common Stock	4,000	2.436	7/25/02
Warrants to purchase Common Stock	1,000	1.280	7/25/02
Warrants to purchase Common Stock	6,000	1.020	9/18/02
Common Stock	22,000	2.061	11/06/02
Common Stock	8,000	1.943	11/18/02
Warrants to purchase Common Stock	(40,000)	0.370	(12/02/02)
-----			
MATTHEW PARTNERS, L.P.			
-----			
Common Stock	25,000	1.961	12/20/01
Common Stock	2,000	2.662	1/17/02
Common Stock	5,000	3.105	3/05/02
Common Stock	2,500	3.010	3/08/02
Common Stock	2,500	3.410	3/20/02
Common Stock	2,000	3.362	3/22/02
Common Stock	8,000	3.073	3/25/02
Common Stock	4,000	3.106	3/27/02

Class of Security -----	Quantity Purchased/(Sold) -----	Price Per Unit (\$) -----	Date of Purchase/(Sale) -----
Warrants to purchase Common Stock	8,298	1.550	6/12/02
Common Stock	1,000	2.455	7/25/02
Warrants to purchase Common Stock	4,000	1.020	9/18/02
Common Stock	8,000	2.063	11/06/02
Common Stock	2,000	1.952	11/18/02
Warrants to purchase Common Stock	40,000	0.380	12/02/02

DAVID W. WRIGHT  
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Common Stock	1,000	3.850	5/29/02
Common Stock	1,000	3.850	5/30/02
Common Stock	3,000	3.850	6/03/02
Common Stock	5,000	4.050	6/04/02
Common Stock	2,000	3.950	6/05/02
Common Stock	5,000	3.950	6/06/02
Common Stock	5,000	3.950	6/07/02
Common Stock	(14,000)	3.920	(2/06/03)

## EXHIBIT B

## JOINT FILING AND SOLICITATION AGREEMENT

WHEREAS, certain of the undersigned are stockholders, direct or beneficial, of Del Global Technologies Corp., a New York corporation ("Del Global");

WHEREAS, on March 20, 2003, Steel Partners II, L.P., a Delaware limited partnership ("Steel"), WebFinancial Corporation, a Delaware corporation, Warren G. Lichtenstein, Henry Partners, L.P., a Delaware limited partnership, Matthew Partners, L.P., a Delaware limited partnership, Henry Investment Trust, L.P., a Pennsylvania limited partnership, Canine Partners, L.L.C., a Pennsylvania limited liability company, and David W. Wright entered into a Joint Filing Agreement whereby they agreed to file a joint Schedule 13D (and amendments thereto) with respect to the Common Stock of Del Global (the "Joint Filing Agreement");

WHEREAS, on March 21, 2003, the parties to the Joint Filing Agreement filed with the Securities and Exchange Commission a joint Schedule 13D disclosing that they have formed a group for the purpose of seeking representation on the Board of Directors of Del Global;

WHEREAS, Steel intends to nominate David W. Wright, Gerald M. Czarnecki and Suzanne M. Hopgood as nominees to be elected to the Board of Directors of Del Global at the 2003 annual meeting of stockholders of Del Global scheduled to be held on May 14, 2003, or any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof (the "Annual Meeting").

NOW, IT IS AGREED, this 26th day of March 2003 by the parties hereto:

1. In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, each of the undersigned (collectively, the "Group") agrees to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the Common Stock of Del Global (the "Shares"). Each member of the Group shall be responsible for the accuracy and completeness of his/her/its own disclosure therein.

2. So long as this agreement is in effect, each of the undersigned shall provide written notice to Olshan Grundman Frome Rosenzweig & Wolosky LLP ("Olshan") of (i) any of their purchases or sales of Shares; or (ii) any Shares over which they acquire or dispose of beneficial ownership. Notice shall be given no later than 24 hours after each such transaction.

3. Each of the undersigned agrees to solicit proxies or written consents for the election of David Wright, Gerald Czarnecki and Suzanne Hopgood, or any other person(s) nominated by Steel, to the Board of Directors of Del Global at the Annual Meeting.

4. Steel and each of Henry Partners, L.P. and Matthew Partners, L.P. (and their affiliates) hereby agrees to bear all expenses incurred in connection with the Group's activities, including expenses incurred by any of the parties in a solicitation of proxies or written consents by the members of the Group in connection with the Annual Meeting, in amounts to be mutually agreed upon by Steel and each of Henry Partners, L.P. and Matthew Partners, L.P. (and their

affiliates); provided, however, that in no event shall the expenses borne by Henry Partners, L.P. and Matthew Partners, L.P. (and their affiliates) exceed \$25,000 in the aggregate. Notwithstanding the foregoing, Steel, Henry Partners, L.P. and Matthew Partners, L.P. (and their affiliates) shall not be required to reimburse any party for (i) out-of-pocket expenses incurred by a party in the aggregate in excess of \$250 without the prior written approval of Steel, Henry



Partners, L.P. or Matthew Partners, L.P.; (ii) the value of the time of any party; (iii) legal fees incurred without the prior written approval of Steel, Henry Partners, L.P. and Matthew Partners, L.P.; or (iv) subject to the proviso in the preceding sentence, the costs of any counsel, other than Olshan, employed in connection with any pending or threatened litigation without the prior written consent of Steel, Henry Partners, L.P. and Matthew Partners, L.P.

5. The relationship of the parties hereto shall be limited to carrying on the business of the Group in accordance with the terms of this Agreement. Such relationship shall be construed and deemed to be for the sole and limited purpose of carrying on such business as described herein. Nothing herein shall be construed to authorize any party to act as an agent for any other party, or to create a joint venture or partnership, or to constitute an indemnification. Nothing herein shall restrict any party's right to purchase or sell Shares of Del Global, as it deems appropriate, in its sole discretion, provided that all such sales are made in compliance with all applicable securities laws.

6. This Agreement may be executed in counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute but one and the same instrument, which may be sufficiently evidenced by one counterpart.

7. In the event of any dispute arising out of the provisions of this Agreement, the parties hereto consent and submit to the exclusive jurisdiction of the Federal and State Courts in the State of New York.

8. Any party hereto may terminate his obligations under this agreement at any time on 24 hours' written notice to all other parties, with a copy by fax to Steven Wolosky at Olshan, Fax No. (212) 755-1467.

9. Each party acknowledges that Olshan shall act as counsel for both the Group and Steel.

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CUSIP No. 245073 10 1  
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13D

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Page 26 of 31 Pages  
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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the day and year first above written.

STEEL PARTNERS II, L.P.

By: Steel Partners, L.L.C.  
General Partner

By: /s/ Warren G. Lichtenstein  
-----  
Name: Warren G. Lichtenstein  
Title: Managing Member

/s/ Warren G. Lichtenstein  
-----  
WARREN G. LICHTENSTEIN

WEBFINANCIAL CORPORATION

By: /s/ Warren G. Lichtenstein  
-----

Name: Warren G. Lichtenstein  
Title: President & Chief Executive  
Officer

HENRY PARTNERS, L.P.

By: Henry Investment Trust, L.P.  
General Partner

By: Canine Partners, L.L.C.  
General Partner

By: /s/ David W. Wright

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Name: David W. Wright  
Title: President

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CUSIP No. 245073 10 1  
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13D

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Page 27 of 31 Pages  
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MATTHEW PARTNERS, L.P.

By: Henry Investment Trust, L.P.  
General Partner

By: Canine Partners, L.L.C.  
General Partner

By: /s/ David W. Wright

-----  
Name: David W. Wright  
Title: President

HENRY INVESTMENT TRUST, L.P.

By: Canine Partners, L.L.C.  
General Partner

By: /s/ David W. Wright

-----  
Name: David W. Wright  
Title: President

CANINE PARTNERS, L.L.C.

By: /s/ David W. Wright

-----  
Name: David W. Wright  
Title: President

/s/ David W. Wright

-----  
DAVID W. WRIGHT

/s/ Gerald M. Czarnecki

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GERALD M. CZARNECKI

/s/ Suzanne M. Hopgood

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SUZANNE M. HOPGOOD

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CUSIP No. 245073 10 1

13D

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Page 28 of 31 Pages

EXHIBIT C

NOMINEE CONSENTS

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CUSIP No. 245073 10 1

13D

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Page 29 of 31 Pages

DAVID W. WRIGHT  
C/O HENRY INVESTMENT TRUST, L.P.  
255 SOUTH 17TH STREET, SUITE 2501  
PHILADELPHIA, PA 19103

March 26, 2003

Attention: Corporate Secretary  
Del Global Technologies Corp.  
One Commerce Park  
Valhalla, NY 10595

Gentlemen:

You are hereby notified that the undersigned consents to (i) being named as a nominee in the notice provided by Steel Partners II, L.P. ("Steel") of its intention to nominate the undersigned as a director of Del Global Technologies Corp. ("Del Global") at the 2003 annual meeting of stockholders scheduled to be held on May 14, 2003, or any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof (the "Meeting"), (ii) being named as a nominee in any proxy statement filed by Steel in connection with the solicitation of proxies or written consents for election of the undersigned at the Meeting, and (iii) serving as a director of Del Global if elected at the Meeting.

Very truly yours,

/s/ David W. Wright

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David W. Wright

GERALD M. CZARNECKI  
C/O THE DELTENNIUM CORPORATION  
6900 WISCONSIN AVENUE, SUITE #206  
BETHESDA, MD 20815

March 26, 2003

Attention: Corporate Secretary  
Del Global Technologies Corp.  
One Commerce Park  
Valhalla, NY 10595

Gentlemen:

You are hereby notified that the undersigned consents to (i) being named as a nominee in the notice provided by Steel Partners II, L.P. ("Steel") of its intention to nominate the undersigned as a director of Del Global Technologies Corp. ("Del Global") at the 2003 annual meeting of stockholders scheduled to be held on May 14, 2003, or any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof (the "Meeting"), (ii) being named as a nominee in any proxy statement filed by Steel in connection with the solicitation of proxies or written consents for election of the undersigned at the Meeting, and (iii) serving as a director of Del Global if elected at the Meeting.

Very truly yours,

/s/ Gerald M. Czarnecki

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Gerald M. Czarnecki

SUZANNE M. HOPGOOD  
C/O THE HOPGOOD GROUP, LLC  
44 CAPITOL AVENUE, SUITE 103A  
HARTFORD, CT 06106

March 26, 2003

Attention: Corporate Secretary  
Del Global Technologies Corp.  
One Commerce Park  
Valhalla, NY 10595

Gentlemen:

You are hereby notified that the undersigned consents to (i) being named as a nominee in the notice provided by Steel Partners II, L.P. ("Steel") of its intention to nominate the undersigned as a director of Del Global Technologies Corp. ("Del Global") at the 2003 annual meeting of stockholders scheduled to be held on May 14, 2003, or any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof (the "Meeting"), (ii) being named as a nominee in any proxy statement filed by Steel in connection with the solicitation of proxies or written consents for election of the undersigned at the Meeting, and (iii) serving as a director of Del Global if elected at the Meeting.

Very truly yours,

/s/ Suzanne M. Hopgood

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Suzanne M. Hopgood