

# DGT HOLDINGS CORP.

Filed by  
**STEEL PARTNERS II LP**

## FORM DFAN14A

(Additional Proxy Soliciting Materials - Non-Management (definitive))

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

SCHEDULE 14A  
(Rule 14a-101)  
INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant / /  
Filed by a Party other than the Registrant /X/

Check the appropriate box:

/ / Preliminary Proxy Statement  
/ / Confidential, For Use of the Commission Only (as permitted by Rule  
14a-6(e)(2))  
/ / Definitive Proxy Statement  
/ / Definitive Additional Materials  
/X/ Soliciting Material Under Rule 14a-12

DEL GLOBAL TECHNOLOGIES CORP.  
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(Name of Registrant as Specified in Its Charter)

STEEL PARTNERS II, L.P.  
WARREN G. LICHTENSTEIN  
WEBFINANCIAL CORPORATION  
HENRY PARTNERS, L.P.  
MATTHEW PARTNERS, L.P.  
HENRY INVESTMENT TRUST, L.P.  
CANINE PARTNERS, L.L.C.  
DAVID W. WRIGHT  
GERALD M. CZARNECKI  
SUZANNE M. HOPGOOD  
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(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

/X/ No fee required.

/ / Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies: Not applicable

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(2) Aggregate number of securities to which transaction applies: Not applicable

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): Not applicable

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(4) Proposed maximum aggregate value of transaction: Not applicable

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(5) Total fee paid: Not applicable

/ / Fee paid previously with preliminary materials.

/ / Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount Previously Paid: Not applicable

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(2) Form, Schedule or Registration Statement No.: Not applicable

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(3) Filing Party: Not applicable  
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(4) Date Filed: Not applicable  
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2

Steel Partners II, L.P. ("Steel") is filing materials contained in this Schedule 14A with the Securities and Exchange Commission in connection with a possible solicitation of proxies in support of the election of the nominees of Steel to the Board of Directors of Del Global Technologies Corp. (the "Company") at the 2003 annual meeting of the stockholders of the Company scheduled to be held on May 14, 2003, or any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, rescheduling or continuations thereof (the "Annual Meeting").

Item 1: On March 26, 2003, Steel delivered the following letter to the Corporate Secretary of the Company nominating David W. Wright, Gerald M. Czarnecki and Suzanne M. Hopgood as directors to be elected at the Annual Meeting:

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:

3

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.

4

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 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.

5

Very truly yours,

STEEL PARTNERS II, L.P.

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

/s/ Warren G. Lichtenstein

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Warren G. Lichtenstein  
Managing Member

6

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
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

CLASS OF SECURITY	QUANTITY PURCHASED/(SOLD)	PRICE PER UNIT (\$)	DATE OF PURCHASE/(SALE)
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

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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.

2

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

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Name: Warren G. Lichtenstein  
Title: Managing Member

/s/ Warren G. Lichtenstein

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WARREN G. LICHTENSTEIN

WEBFINANCIAL CORPORATION

By: /s/ Warren G. Lichtenstein

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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

3

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

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Name: David W. Wright  
Title: President

CANINE PARTNERS, L.L.C.

By: /s/ David W. Wright

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Name: David W. Wright  
Title: President

/s/ David W. Wright

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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

4

EXHIBIT C

NOMINEE CONSENTS

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 DELTENNIIUM 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

#### SUPPLEMENTAL INFORMATION

Steel intends to make a preliminary filing with the SEC of proxy materials to be used to solicit votes for the election of its nominees at the Annual Meeting.

STEEL STRONGLY ADVISES ALL STOCKHOLDERS OF THE COMPANY TO READ THE PROXY STATEMENT WHEN IT IS AVAILABLE BECAUSE IT WILL CONTAIN IMPORTANT

INFORMATION. SUCH PROXY STATEMENT WILL BE AVAILABLE AT NO CHARGE ON THE SEC'S WEB SITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov).

The participants in any solicitation that may be represented by the above letter and in the anticipated proxy solicitation are Steel, WebFinancial Corporation ("WebFinancial"), Warren G. Lichtenstein, Henry Partners, L.P. ("Henry Partners"), Matthew Partners, L.P. ("Matthew Partners"), Henry Investment Trust, L.P. ("HIT"), Canine Partners, L.L.C. ("Canine"), David W. Wright, Gerald M. Czarnecki and Suzanne M. Hopgood.

Steel is the beneficial owner of 903,216 shares of Common Stock of the Company. As the sole executive officer and managing member of the general partner of Steel, Warren G. Lichtenstein may be deemed to beneficially own the shares of Common Stock of the Company owned by Steel.

WebFinancial Corporation is the beneficial owner of 28,646 shares of Common Stock of the Company. Mr. Lichtenstein is the President, Chief Executive Officer and a director of WebFinancial. Mr. Lichtenstein disclaims beneficial ownership of the shares of Common Stock of the Company owned by WebFinancial.

Henry Partners is the beneficial owner of 233,000 shares of Common Stock of the Company. Matthew Partners is the beneficial owner of 114,298 shares

of Common Stock of the Company.

HIT, as the general partner of each of Henry Partners and Matthew Partners, may be deemed to beneficially own the 233,000 shares owned by Henry Partners and the 114,298 shares owned by Matthew Partners.

Canine, as the general partner of HIT, which in turn is the general partner of each of Henry Partners and Matthew Partners, may be deemed to beneficially own the 233,000 shares owned by Henry Partners and the 114,298 shares owned by Matthew Partners.

Mr. Wright, as the President of Canine, the general partner of HIT, which in turn is the general partner of each of Henry Partners and Matthew Partners, may be deemed to beneficially own the 233,000 shares owned by Henry Partners and the 114,298 shares owned by Matthew Partners. In addition, Mr. Wright owns directly 8,000 shares of Common Stock of the Company.

Additional information regarding Steel, WebFinancial, Warren G. Lichtenstein, Henry Partners, Matthew Partners, HIT, Canine, David W. Wright, Gerald M. Czarnecki and Suzanne M. Hopgood is included in their Schedule 13D, as amended, dated March 26, 2003 and jointly filed with the SEC.