

## DGT Holdings Corp. Announces Reverse Stock Split

NEW YORK, Oct. 9, 2015 /PRNewswire/ -- DGT Holdings Corp. (OTCBB: DGTC) (the "Company") announced today that its Board of Directors (the "Board"), upon the recommendation of a special committee comprised of disinterested and independent directors, has unanimously approved a 1-for-100,000 reverse stock split of the Company's common stock. After the reverse stock split, the Company will be a wholly-owned subsidiary of Steel Partners Holdings L.P. ("Steel Holdings"), the Company's controlling shareholder which currently owns approximately 85% of the Company's outstanding common stock. The reverse stock split will eliminate the administrative burden and expense of being a micro cap public company while allowing minority shareholders the ability to liquidate their shares of common stock at a fair price, without having to pay brokerage commissions.

The reverse stock split will be effected by issuing one share of common stock of the Company for every 100,000 shares outstanding prior to the reverse stock split. No fractional shares will be issued and shareholders owning fewer than 100,000 shares of common stock (the "Cashed Out Shareholders") will have such shares cancelled and converted into the right to receive \$18.30 for each share of common stock held prior to the reverse stock split. The consideration of \$18.30 per share of common stock on a pre-split basis to be received by the Cashed Out Shareholders is based primarily upon the estimated value of the Company's real estate, securities held for sale, and federal net operating loss carryforwards and the third party independent fairness opinion from Duff & Phelps, LLC, the special committee's financial advisor, which found that the cash payment of \$18.30 per share to be received by the Cashed Out Shareholders pursuant to the reverse stock split was fair, from a financial point of view, to such shareholders.

To effect the reverse stock split, holders of a majority of the Company's outstanding common stock must approve an amendment to the Company's Certificate of Incorporation. A special meeting of shareholders of the Company will be held on October 28, 2015 for the purpose of approving such amendment. All shareholders of record as of September 22, 2015 are entitled to vote at the special meeting. Steel Holdings intends to vote in favor of the amendment. The reverse stock split is intended to take effect, subject to shareholder approval and subsequent final action by the Board, promptly following the special meeting.

The mailing to shareholders of a notice of special meeting, proxy statement and proxy card relating to the reverse stock split commenced today. Such proxy materials contain additional details regarding the rationale and terms of the reverse stock split. Shareholders are encouraged to read the proxy materials before voting.

### ABOUT DGT HOLDINGS CORP.

DGT Holdings Corp. currently owns and leases an industrial building through its Italian subsidiary. The Company is continuing to evaluate strategic alternatives, where it can utilize its existing working capital and maximize the use of its net operating losses.

The Company's website is [www.dgtholdings.com](http://www.dgtholdings.com).

DGT Holdings Corp.  
Terry Gibson  
Chief Executive Officer  
Chief Financial Officer  
(408) 399-6490

*This press release contains forward-looking information within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including all statements that are not statements of historical fact regarding the intent, belief or current expectations of the Company, its directors or its officers. The words "may," "would," "will," "expect," "estimate," "anticipate," "believe," "intend," and similar expressions and variations thereof are intended to identify forward-looking statements. Investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, many of which are beyond the Company's ability to control, and that actual results may differ materially from those projected in the forward-looking statements as a result of various factors.*