




**Dial Global, Inc.****DIAL NASDAQ****Broadcasting**

Market Capitalization USD:

**\$83.85 mm****CONCERN LEVEL: AVERAGE**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance. 
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

**CEO: Spencer Brown****Age: 46****CEO Since: 2011**

	2009	2010	2011
<b>Base Salary</b>	\$520,892	\$504,115	\$519,359
<b>Discretionary Bonus</b>	\$0	\$0	\$250,000
<b>Annual Cash Incentive</b>	\$0	\$0	\$0
<b>Benefits and Perquisites</b>	\$0	\$0	\$23,396
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$520,892</b>	<b>\$504,115</b>	<b>\$792,755</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$0	\$2,380,620	\$4,916,286
<b>Stock Awards</b>	\$0	\$802,000	\$0
<b>TOTAL COMPENSATION</b>	<b>\$520,892</b>	<b>\$3,686,735</b>	<b>\$5,709,041</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$443,194	\$978,973	\$3,204,169
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$0	\$0	\$0
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>

Proxy Date: 30 Jul 2012

Annual Meeting Date: 7 Sep 2012

Equity Reserves: 15.40%

Stock Option Run Rate: 8.35%

# Dial Global, Inc.

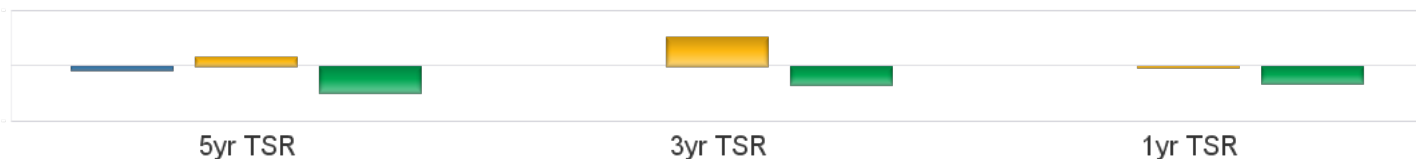
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## Performance Comparison

■ S&P500 ■ Industry ■ DIAL



## Peer Comparisons (TRBC) =Broadcasting

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
DIAL	Dial Global, Inc.	\$520,892	\$3,686,735	\$5,709,041	\$83,853,316
ETM	Entercom Communications Corp.	\$2,037,292	\$9,116,968	\$2,317,107	\$200,860,395
FSCI	Fisher Communications, Inc.	\$818,378	\$1,585,050	\$1,638,016	\$197,211,019
NXST	Nexstar Broadcasting Group, Inc.	\$1,159,995	\$2,076,682	\$2,322,742	\$190,359,532
OUTD	Outdoor Channel Holdings, Inc.	\$3,970,461	\$907,359	\$1,033,894	\$145,609,647
SGA	Saga Communications, Inc.		\$1,061,029	\$1,242,024	\$125,486,759
TVL	LIN TV Corp.	\$1,960,982	\$5,490,264	\$2,231,968	\$122,970,296

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

NA

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Andrew Salter	Member	35	Male	1	Outside Related
Jules Haimowitz	Member	61	Male	1	Outside
Mark Stone	Member	48	Male	4	Outside Related
Peter Edward Murphv	Member	49	Male	1	Outside

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