



Dialogic Inc.



DLGC NASDAQ

IT Services / Consulting

Market Capitalization USD:

\$57.92 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: Nick Jensen

Age: 48

CEO Since: 2010

	2009	2010	2011
Base Salary		\$363,750	\$499,397
Discretionary Bonus		\$85,000	\$0
Annual Cash Incentive		\$0	\$0
Benefits and Perquisites		\$0	\$0
TOTAL ANNUAL COMPENSATION		\$448,750	\$499,397
Increase in Post-Retirement Benefits		\$0	\$0
Stock Option Awards		\$0	\$0
Stock Awards		\$91,020	\$0
TOTAL COMPENSATION		\$539,770	\$499,397
Median of Other Named Executive Officers Total Compensation		\$265,358	\$1,008,231
Value Realized on Exercise of Stock Option		\$0	\$0
Value Realized on Vesting of Stock		\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION		\$0	\$0

Proxy Date: 27 Jun 2012

Annual Meeting Date: 8 Aug 2012

Equity Reserves: 23.51%

Stock Option Run Rate: 2.22%

Dialogic Inc.

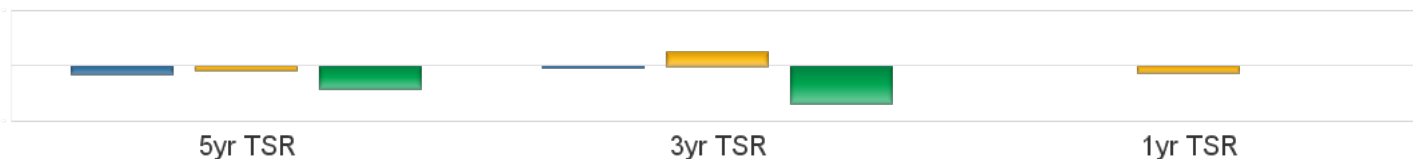
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Performance Comparison

■ S&P500 ■ Industry ■ DLGC



Peer Comparisons (TRBC) =IT Services / Consulting

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
DLGC	Dialogic Inc.		\$539,770	\$499,397	\$57,915,963
ZIXI	Zix Corporation	\$305,391	\$508,344	\$679,076	\$171,131,289
SABA	Saba Software, Inc.	\$989,039	\$1,165,680		\$169,332,013
GUID	Guidance Software, Inc.	\$666,750	\$1,167,363	\$1,521,505	\$165,897,380
NCIT	NCI, Inc.	\$1,262,768	\$973,439	\$613,166	\$164,244,246
SGS	Stream Global Services, Inc.	\$7,039,616	\$4,732,951		\$157,645,683
MLNK	ModusLink Global Solutions, Inc.	\$2,265,281	\$2,858,076		\$152,916,360

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

Specific companies not disclosed.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Dion Joannou	Chairman	46	Male	2	Outside
Giovani R. Piasentin	Member	43	Male	0	Outside
W. Michael West	Member	62	Male	5	Outside

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