

SAFE HARBOR

This presentation includes forward looking statements. These statements reflect our expectations about future operating and financial performance and speak only as of the date of this presentation. Actual results, performance, or developments could differ materially from those expressed or implied by the forward looking statements contained in this presentation as a result of known and unknown risks, uncertainties, and other factors including those identified in the Company's Form 10-K and other periodic filings with the Securities and Exchange Commission.



Solving MISSION-CRITICAL and BUSINESS-CRITICAL machine communications challenges in the most **DEMANDING ENVIRONMENTS**.

You get proven, no-nonsense **SOLUTIONS THAT WORK** — and keep working.











BACKED BY A STRONG COMPANY

STRENGTH*

\$251M Revenue 15 Years Profitability \$86M Cash, No Debt

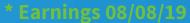
TALENT

550+ Employees, 16 Global Offices 150+ Patents

EXPERIENCE

100M+ Products to 35K+ Customers 8B+ Readings/Month >30 Years







DIGI'S IOT BUSINESS SEGMENTS



SOLUTIONS

☑ Double Digit Growth☑ Vertically Oriented☑ High Margin, Recurring

DIGITO ACQUIRE OPENGEAR



- Founded in 2004, 136 employees, headquartered in Edison, NJ
- ☑Provides remote access, network resilience, and automation services
- Services 75 of the top Fortune 100 companies, including Apple, Comcast, Microsoft, and Oracle
- ■Approximately 80% of revenues are North America

\$41.9M Revenue; \$13.7M EBITDA YTD*



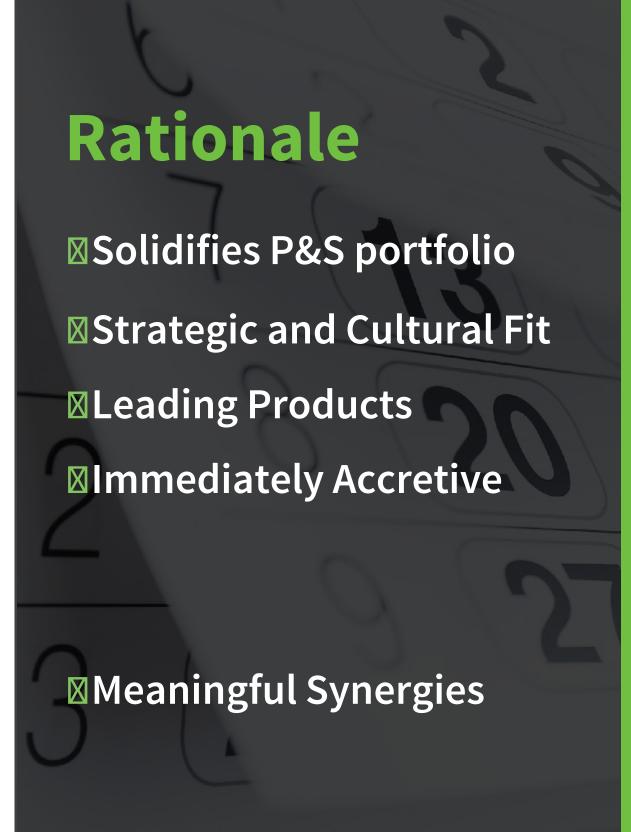
OPENGEAR'S PORTFOLIO HARDWARE ENABLED, SOFTWARE DEFINED











Result

- **IT becomes 70% of P&S**
- **Proven Integration Success**
- **©Customer Choice**
- **☑Double Digit Growth**
- **Improved Gross Margins**
- **Increased A-EBITDA Margins**
- **⊠Go To Market**
- **MR&D**
- **Supply Chain**

ATTRACTIVE DEAL TERMS FINANCING

TERMS

- All cash
- \$140M upon close
- Up to \$15M in GAAP revenue earn out
- Represents ~ 8X TTM A-EBITDA (9/30/2019)

FINANCING

- Combination of cash and new debt
- Up to \$150M in committed debt: \$50M Term A, \$100M Revolver
- BMO Harris commitment
- Target transaction close by end 2019
- Pro-forma net debt/LTM EBITDA ~ 1.5



Connect with Confidence