

DIGI INTERNATIONAL INC.

Compensation Committee Charter **(Last Revised November 7, 2023)**

Purpose

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Digi International Inc. (the “Company”) shall discharge the Board’s responsibilities with respect to all forms of compensation of the Company’s outside directors and executive officers, including benefits provided solely to outside directors and/or executive officers, and oversight of the Company’s compensation plans, and shall approve annually a Committee report on executive compensation to be included in the Company’s annual proxy statement.

Membership

The Committee shall consist of at least two directors appointed by, and serving at the discretion of, the Board. Each director appointed to the Committee shall:

1. be qualified as an “independent director” within the meaning of the listing standards of the Nasdaq Stock Market (the “Nasdaq Rules”), and shall have no relationship with the Company which, in the opinion of the Board, would interfere with the exercise of independent judgment; and
2. be a “Non-Employee Director” as that term is defined in Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended.

Each Committee member, one of whom shall be appointed Committee Chairperson, shall be appointed by the Board annually.

Responsibilities

The Committee’s primary responsibilities, in addition to any otherwise required by applicable Nasdaq Rules, shall be:

1. Review and approve, or recommend to the Board for approval, a program regarding all forms of compensation for executive officers and other executives as identified by the Committee, including benefits provided solely to executive officers or such executives, that is consistent with the Committee’s compensation philosophy.
2. Evaluate the performance of the Chief Executive Officer (the “CEO”) in light of corporate goals and objectives, and based on this evaluation, approve the CEO’s compensation. The CEO may not be present during any Committee deliberations or voting with respect to his or her compensation.
3. Receive an annual report from the CEO of performance assessment and compensation review recommendations for other executive officers and any other

executives identified by the Committee. Approve compensation decisions for executive officers and such other executives.

4. Approve, or make recommendations to the Board for approval, with respect to employment and severance agreements pertaining to executives, stock ownership guidelines applicable to executives and the directors as well as management incentive compensation plan designs (and approve goals of any such plans). Review and make recommendations to the Board for stockholder approval of any such plan that requires qualification under Section 162(m) of the Internal Revenue Code.
5. Consult with management of the Company regarding any talent review of the Company's employee base that management may conduct periodically.
6. Oversee practices for the form, structure and strategy of recruitment, compensation, benefits and retention for employees generally.
7. Oversee the Company's compliance with SEC rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and any Nasdaq Rules requiring stockholder approval of equity-based compensation plans.
8. Make recommendations to the Board and stockholders for approval with respect to new or amended equity-based plans and their design. Oversee the administration of all equity-based plans and approve specific awards under those plans, subject to the Committee's discretion to delegate authority as may be permitted by such plans.
9. Review material design changes in the Company's 401(k) plan and make recommendations to the Board for approval.
10. At least annually, review, approve and recommend to the Board for approval, the compensation for outside directors, including benefits provided solely to outside directors.
11. Review and approve new hire compensation packages for executive officers.
12. Approve annually a Committee report to be included in the Company's annual proxy statement.
13. Review and discuss the Company's compensation discussion and analysis that is to be included in the Company's Form 10-K and proxy statement with management and determine whether to recommend to the Board of Directors that the compensation discussion and analysis be included in the Company's Form 10-K and proxy statement for filing with the Securities and Exchange Commission.

14. Oversee Company-wide compensation risk and review on an annual basis whether the risks arising from the Company's compensation policies and practices with respect to its employees generally are reasonably likely to have a material adverse effect on the Company.
15. Oversee and administer any Company clawback policy.
16. Make regular reports to the Board within the scope of its function.
17. Obtain assistance from members of management and retain outside consultants as the Committee deems appropriate, only after considering the factors specified in Nasdaq Rule 5605(3)(D). The Committee has sole authority to retain, oversee, and terminate any consulting firm, or other experts of its choosing, engaged to assist in the evaluation of director, CEO or executive compensation, including the sole authority to approve such firm or expert's fees and other retention terms. The Committee shall oversee the independence of any compensation consultant engaged by the Committee. Further, the Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any consultant retained by the Committee.
18. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv).
19. Review and reassess annually the adequacy of the Compensation Committee Charter and recommend any proposed changes to the Board for approval.
20. Conduct an annual performance evaluation of the Committee in accordance with procedures approved by the Nominating and Governance Committee.

Meetings

The Committee shall meet as often as the Chairperson or such Committee deems necessary. A majority of the members of the Committee shall constitute a quorum for any meeting of the Committee. In lieu of a meeting, the Committee may also act by unanimous written consent. The members of the Committee may, at their sole discretion, meet in executive session without the CEO and other members of management, at any time.