

DIGI INTERNATIONAL INC.

Nominating and Governance Committee Charter **(Last Revised November 9, 2021)**

Purpose

The Nominating and Governance Committee is appointed by the Board of Directors to:

- identify individuals qualified to become board members,
- nominate the director nominees to be considered for election by shareholders and for election by the Board to fill any vacancy or newly created directorship,
- advise the Board about appropriate composition of the Board and its committees, and
- oversee corporate governance matters.

Committee Membership

The Committee will be composed entirely of directors who satisfy the definition of “independent” under the listing standards of the Nasdaq Stock Market (“Nasdaq”). The Committee members will be appointed by the Board and may be removed by the Board in its discretion. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate, provided the subcommittees are composed entirely of independent directors.

Meetings

The Committee shall meet as often as its members deem necessary to perform the Committee’s responsibilities.

Committee Authority and Responsibilities

The Committee will have the authority, to the extent it deems necessary or appropriate, to retain a search firm to be used to identify director candidates. The Committee shall have sole authority to retain and terminate any such search firm, including sole authority to approve the firm’s fees and other retention terms. The Committee shall also have authority, to the extent it deems necessary or appropriate, to retain other advisors. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors employed by the Committee.

The Committee will make regular reports to the Board and will propose any necessary action to the Board.

The Committee shall have authority, and is entrusted with the responsibility, to do the following:

- Identify individuals qualified to become members of the Board.

- Develop and recommend to the Board criteria (such as, independence, experience relevant to the needs of the Company, leadership qualities, diversity and ability to represent the shareholders) for the selection of individuals to be considered as candidates for election to the Board.
- Make recommendations to the Board regarding both succession planning for the Board as well as the rotation of the lead director or non-executive chairman.
- Nominate the director nominees to be considered for election by shareholders and for election by the Board to fill any vacancy or newly created directorship.
- Review tendered letters of resignation from any director, and determine whether action should be taken.
- Make recommendations to the Board regarding the size and composition of the Board.
- Take any and all other actions as may be required by the federal securities laws or other applicable laws or regulations regarding the nomination of directors.
- Make recommendations to the Board regarding succession planning for the Company's CEO and other executives.
- Review issues and developments related to corporate governance matters and formulate and recommend governance standards to the Board as it deems appropriate, and to recommend appropriate disclosure, if any, for inclusion in the Company's proxy statement or annual report on Form 10-K, as applicable.
- Periodically review the Company's environmental, social and related governance ("ESG") and sustainability strategy, initiatives and policies, and receive updates from the Company's management committee responsible for significant ESG and sustainability activities.
- Review any Company political contributions and lobbying activities.
- Recommend to the Board the composition of each committee of the Board and the individual director to serve as chairperson of each committee.
- Recommend to the Board for approval a set of corporate governance guidelines for the Board, and review these guidelines on an annual basis and recommend to the Board any changes deemed necessary or desirable.
- Review with the chief compliance officer the Company's code of ethics and policies and procedures regarding compliance with applicable laws and regulations as well as Company programs to train its employees regarding such policies and procedures and code of ethics.

- Review and reassess the adequacy of the Nominating and Governance Committee Charter annually and recommend any proposed changes to the Board for approval.
- Oversee the orientation and facilitate the continuing education of directors.
- Oversee the annual review of the performance of the Board.
- Ensure each committee of the Board has an annual review process for self-assessment of performance.
- Conduct an annual performance evaluation of the Committee in accordance with procedures approved by the Nominating and Governance Committee.