



DIGI INTERNATIONAL INC.

Business Conduct Policy

TITLE: FINANCIAL CODE OF ETHICS

POLICY:

As a publicly traded company Digi has a critical need for its public disclosures and filings made with the Securities and Exchange Commission to be timely, complete and accurate as well as made in full accordance with all applicable laws. The Directors, CEO, CFO, corporate controller and other employees of the Company bear a special responsibility for assuring the integrity of the Company's financial reporting and public disclosures and for promoting a Company-wide culture that supports ethical behavior. In furtherance of the Company's responsibility to provide timely, complete and accurate public disclosures, the Directors, CEO, CFO, corporate controller and other employees of the Company shall be bound by the following ethical principles in addition to their duties to adhere to the other Business Conduct Policies applicable to them.

PURPOSE:

To assure the integrity, completeness and truthfulness of the Company's financial reporting and public disclosures and to develop and maintain a Company-wide culture that supports this aim.

SCOPE:

This Policy applies to Digi's Directors, Chief Executive Officer, Chief Financial Officer, Corporate Controller and other employees of the Company.

REQUIREMENTS:

1. Principles:

Each individual subject to this Policy shall, in addition to their compliance with applicable law and all other Business Conduct Policies of Digi applicable to them, adhere to the following principles when performing their duties for the Company:

- Act with honesty and integrity and ensure that any actual or apparent conflicts of interest in personal and professional relationships are ethically resolved in compliance with applicable laws;

- As applicable to their work for the Company, provide information that is accurate, complete, objective, relevant, timely and understandable so as to ensure full, fair, accurate, timely and understandable disclosure in internal reports as well as in reports and documents that the Company files with, or submits to, government agencies and in other public disclosures;
- Comply with all applicable governmental laws, rules and regulations;
- Act responsibly, with due care, competence and diligence in good faith without misrepresenting or failing to disclose material facts that relate to the Company's financial reporting and public disclosures;
- Adhere to the confidentiality policies of the Company with respect to information acquired during the course of serving the Company except when authorized or legally required to make a disclosure;
- Actively promote and serve as an example of ethical business behavior to other Company representatives;
- Maintain, develop and share with co-workers skills that are important and relevant to advancing the Company's responsibility to assure the integrity of the Company's financial reporting and public disclosures;
- Promptly report any conduct that the individual in good faith believes to be a violation of law or any Business Conduct Policy pursuant to the procedures described in Digi's Code of Conduct policy on Reporting and Investigating Violations.

2. Policy Violations:

Violations of this Policy, including the failure to report potential violations by others, are a severe disciplinary matter and may subject individuals to disciplinary actions, up to and including termination of employment or director status as well as potential legal action.

Individuals who believe there has been a violation of applicable law, this Policy or a related Business Conduct Policy should report the matter immediately pursuant to the procedures described in Digi's policy on Reporting and Investigating Violations so that a proper investigation can be conducted. Digi prohibits retaliation against individuals who in good faith report violations of applicable law or the Business Conduct Policies.