

**Digi International Inc.**  
**Nominating Committee Charter**  
**(As of November 22, 2004)**

**Purpose**

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

- identify individuals qualified to become board members, and
- 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.

**Committee Membership**

The Committee will be composed entirely of directors who satisfy the definition of "independent" under the listing standards of the 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 Regarding Nominations**

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, to the extent it deems necessary or appropriate, will:

- Identify individuals qualified to become members of the Board.

- 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.
- Make recommendations to the Board regarding the size and composition of the Board and 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.
- Review and reassess the adequacy of the Nominating Committee Charter annually and recommend any proposed changes to the Board of Directors for approval.
- 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.