



Digi International Inc.

**Global Code of Ethics
and Business Conduct**

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Introduction

Message from Ron Konezny, President & Chief Executive Officer

As employees of Digi we are all expected to uphold the following core values that drive our company's culture:

- Integrity;
- Accountability; and
- Listening, Respect and Open Communication.

These core values define the way we do business. When we embody these core values in our everyday actions and choices, they, in turn, embody the way our company is viewed by our customers, suppliers, stockholders and the general public.

Adhering to our core values means we are a company that recognizes complying with the law and our corporate policies is vital to our success. It also means we are a company that has ongoing conversations about ethics and how to act with integrity and accountability in everything we do. In that spirit, I am pleased to present this Code of Conduct to our employees worldwide. It explains our commitment to our core values and to compliance with the law. It provides a broad foundational statement about how we must behave in a broad range of business settings.

Because we place such a high priority on advancing our core values and ethical behavior, I ask each of you to read the Code of Conduct. Please think about how it applies to your role at Digi and learn how you can ask for advice or get answers to questions regarding Digi's policies. I also ask each of you to refer to the Code of Conduct when you encounter a situation where you are unsure what action is the right one to take. You may be briefly surprised if you encounter an ethical dilemma in your job here at Digi. But in any global business, ethical dilemmas can arise. In those moments, I urge you to step back, refer to the Code of Conduct and consider what decision and action is the right one – the one that reflects our core values. In addition, if you ever suspect our company has engaged in unethical or illegal activities, I want you to be accountable to your personal responsibility to report the issue internally using the procedures outlined in the Code of Conduct. As the Code of Conduct makes clear, Digi prohibits retaliating against anyone who raises a concern in good faith. And I am personally committed to fostering an environment that encourages people to raise concerns whether directly to their manager, to our legal department or anonymously using our hotline.

I appreciate the personal commitment each of you make to upholding our core values and our high standards of business conduct. They are the foundation of both our culture and our success as a business.



President and Chief Executive Officer

Introduction



Digi's Core Values

- Integrity
- Accountability
- Listening, Respect and Open Communication

Overview

Digi International's Global Code of Business Ethics and Conduct (the Code of Conduct) is our guiding policy of business ethics and conduct. Digi is committed to doing business in an ethical and legal manner at all times. All employees are expected to conduct their work in a manner that meets this commitment.

During the course of performing your job, you may be faced with situations where you are unsure of the rules that may apply to guide your actions or, in the absence of a detailed rule, which standard of behavior to apply to determine the best course of action. The Code of Conduct provides guidance on Digi's values and the way in which we expect our employees to conduct themselves. The Code of Conduct is a global program which all Digi employees are expected to understand, follow and embrace.

The foundation of the Code of Conduct is based on Digi's core values that drive our company's culture and the way in which we expect all Digi personnel to conduct themselves:

- Integrity;
- Accountability; and
- Listening, Respect and Open Communication.

These values are a road map for directing all our actions at Digi and are instrumental to our success as a company.

Because the Code of Conduct reflects our core values, failure to comply with any of its provisions can be a very serious matter. Any violation may result in discipline, employment termination or other legal sanctions based upon applicable laws.

The Code of Conduct provides an overview of Digi's practices and is supplemented by additional business conduct policies that are referred to throughout this document. These additional policies can be found on our company intranet. The statements contained in this document are not intended to be exhaustive descriptions of legal requirements and policies. If you have any doubt about a particular issue, please access the supplemental business conduct policies referenced in this Code of Conduct to get further information and guidance.

Introduction



Code Implementation and Maintenance

To make sure our core values and this Code of Conduct are understood throughout the company, Digi will regularly provide training on various business conduct policies included in the Code of Conduct, what those policies mean and how they apply. Additionally, all employees are required to certify that they understand and comply with the expectations contained in the Code of Conduct.

Digi has a Business Conduct Committee that oversees the Code of Conduct and reviews issues of compliance that may arise from time to time. The committee consists of **our General Counsel, our Chief Financial Officer and our Vice President of Human Resources.**

Digi managers and supervisors are also responsible for ensuring that employees who report to them know and understand how the Code of Conduct applies to Digi's day to day operations.

Reporting and Investigating Concerns

Consistent with our core value of open communication, Digi employees are expected to raise questions and report concerns regarding compliance with the Code of Conduct. We maintain a policy that outlines how suspected violations are reviewed and what corrective steps might be taken when it is determined a violation has occurred. Employees who want to learn more or who want to make a good faith report of a potential concern have many options, including:

- Contact your manager;
- Use Digi's reporting hotline. Unless prohibited by local law, anonymous reports are permitted;
- Contact a representative of the Human Resources Department;
- Contact a member of the Business Conduct Committee; or
- Contact a member of the Legal Department.

Digi will not retaliate against any employee who makes a report in good faith of any actual or suspected violation of a Code of Conduct policy.

Digi Employees Act with Integrity

Our employees act with integrity, strictly adhering to moral principles when conducting company business.

Digi's business and its reputation are built on a foundation of integrity; integrity in who we are, what we do and how we do it. Digi is committed to doing business in an ethical and legal manner at all times and believes that how we do business is as important as what we do. All employees are to adhere to the highest moral principles when conducting business; choosing an appropriate course of action, regardless of the personal or professional impact.

Comply with the Law and Practice Business Fairly

Acting in accordance with the law and in a fair and honest manner in all our business dealings is critical to Digi's success in the marketplace. It assures that Digi is viewed as an ethical business partner with a sound reputation across the globe.

Compliance with Applicable Law

All Digi employees are expected to comply with applicable laws in the conduct of their work. As Digi is a United States based company, many U.S. laws that govern how we do business must be followed in other countries. Digi may also elect to apply U.S. legal standards globally even when they do not necessarily apply in other countries. Digi recognizes that offices outside the U.S. will often be subject to specific local legal requirements that must be met. When it appears the laws or expectations of doing business differ from each other or are in conflict, questions should be brought forward to the Business Conduct Committee or the Digi Legal Department for guidance.

Learn More: [Global Compliance with U.S. Law Policy](#)

Q&A

Q: *I want to attend a marketing presentation being held by a competitor at a trade show. Can I attend if I need to keep my identity as a Digi employee a secret in order to gain access to the presentation?*

A: *No. You should never conceal your identity.*

Fair Business Practices

Digi deals with all third parties in a fair and ethical manner. Digi employees do not take unfair advantage of anyone through manipulation, concealment, abuse of privileged or confidential information, misrepresentation of important facts or any other unfair dealing practice. Our sales practices adhere to these principals and avoid compromising situations by assuring:

- We utilize consistent pricing practices, applying pricing exceptions only in accordance with Company policy;
- We do not collude with, or engage in misleading or fraudulent market practices with respect to, our competitors;
- We do not pressure customers into unnecessary or excessive purchases;
- We do not make special deals with customers in order to meet financial results;
- We do not misrepresent the extent of our product and service offerings; and
- We do not make promises we believe or have reason to know we cannot keep.

Learn More: [Pricing and Fair Competition and Business Boycotts Policy](#)

Digi Employees Act with Integrity



Q: A friend who used to work for a competitor provided me with knowledge of a confidential future product design of his former employer that will have a significant effect on Digi's ability to compete with them. Should I bring this to my management team?

A: You should alert your manager of the situation without sharing the design and then assure the design is destroyed or returned. Regardless of the impact to the company, intellectual property or other competitive strategic information that is not public information will not be used within Digi.



Proper Use of Third Party Intellectual Property

Digi employees will treat the intellectual property rights of third parties with integrity. Digi will use third party intellectual property only in full compliance with licensing agreements. Digi will maintain the confidence and respect of its customers and vendors by striving to protect the confidentiality, integrity, and security of data they provide to us on a confidential basis. Information or intelligence about competitors will only be obtained from publicly accessible means. In no cases, will we knowingly obtain and utilize information that is provided to us via illegal means or in violation of confidentiality agreements or intellectual property laws. Employees will not ask another individual, internally or externally, to provide any data that would violate any laws or non disclosure agreements. In addition, you should not violate non disclosure agreements with prior employers.

Learn More: Pricing and Fair Competition and Business Boycotts Policy

Maintain Appropriate Business Relationships

Strong relationships with our customers, suppliers and other business partners are essential to our success. But those relationships must be grounded in integrity. We do not engage in bribery or other corrupt or misleading practices. In addition, relationships must be grounded in impartial, arm's length processes that are not unduly influenced by gifts or gratuities.

Appropriate Use of Favors, Gifts and Entertainment in Business Relationships

In certain circumstances, business gifts, favors and entertainment can be used appropriately to help us build relationships. These same items, however, also can reduce the objectivity with which the recipient views the person providing the gift or favor. **In no instance will Digi employees give or accept bribes, kickbacks or other benefits which improperly influence business relationships.** Employees will ensure that any gift or entertainment activity provided to, or received from, customers or vendors does not create the perception - or reality - that the independent business judgment of any party involved is compromised.

Digi Employees Act with Integrity



Q: A distributor in a foreign country has complained that a product is stuck in customs and wants to make a payment to the local authorities to get the product released. Can I tell the distributor this is permitted?

A: No. The provision of anything of value to a government official that advances Digi's business interests likely violates the U.S. Foreign Corrupt Practices Act or the UK Bribery Act. Further, Digi policy expressly prohibits customary facilitation payments to government officials (i.e., payments designed to assure the prompt completion of routine non-discretionary tasks) even though in some instances they may be permissible under the law.

Q: A vendor has offered me tickets to a professional sporting event where I live. May I go?

A: It depends. Generally this type of event is reasonable and allows you to build goodwill with a business associate and can be acceptable. However, you must always consider whether your attendance may unduly influence your future business decisions as well as how outside parties might view your attendance. If this is a concern, you should not attend. If you have questions about a particular situation, contact an attorney in the legal department to discuss.

If you work directly or indirectly with any government official, it is important to know that the provision of anything of value, no matter how small (buying a drink or a meal for instance), can violate the U.S. Foreign Corrupt Practices Act and other applicable U.S. and foreign laws. Under the UK Bribery Act, this prohibition is extended to dealings with any third party and not just government officials. Appropriate gifts, favors and entertainment not involving government officials that are received or made by Digi employees (i) cannot reasonably be perceived as an attempt to compromise the independent business judgment of the recipient based upon their job function, and (ii) must satisfy all of the following criteria:

- The item is consistent with the normal and accepted business ethics of the country in which it is provided;
- The gift or service is legal;
- The item does not violate the U.S. Foreign Corrupt Practices Act, the UK Bribery Act or the laws of the country in which it is provided;
- If it is a gift, it has only nominal value, and if a favor or entertainment, it is reasonable and legal;
- The gift, favor or entertainment, while reasonable individually, is not part of a frequent pattern that appears unreasonable in the aggregate;
- The item cannot, under the surrounding circumstances, be reasonably construed as a bribe, payoff or kickback; and
- Public disclosure of it would not embarrass Digi.

In general, in addition to any specific limitations set forth in the Code of Conduct, any transaction that seems inappropriate, regardless of the monetary value, will be considered a violation of policy.

Learn More: Gifts and Gratuities Policy;

Foreign Corrupt Practices Act and UK Bribery Act Compliance Procedures and Guidelines Policy Manual

Appropriate Practices in Retaining Vendors, Suppliers, Agents, Brokers and Consultants

Digi selects vendors, suppliers, agents, brokers and consultants on an arm's length basis through processes that are impartial, objective and free of inappropriate outside influence. The cost of all goods and services should be at market acceptable rates taking into account the quality, availability and terms of the goods and services to be provided relative to Digi's needs and objectives. Payments to agents, brokers, consultants, professionals or other parties providing services to Digi will be limited to reasonable compensation for services rendered plus reimbursement for legitimate expenses incurred. Employees will require all parties who provide goods and services to Digi to comply with all applicable legal requirements in their business relationships, including any applicable government procurement regulations.

Learn More: Gifts and Gratuities Policy; Dealing with Governments and Government Contracting Policy;

Foreign Corrupt Practices Act and UK Bribery Act Compliance Procedures and Policy Manual

Digi Employees Act with Integrity



Q: My husband works for a company that wants to bid to work on a project for Digi. Is this allowed?

A: Yes. But you should in no way be involved in the procurement process or the decision for what bidder will be awarded the work. To assure proper procurement practices are followed, alert your manager of the situation in advance.



Act in Digi's Best Interest

Digi employees act in the best interest of the company when performing their jobs. This means employees should avoid actual or apparent conflicts of interest that interfere or appear to interfere with their integrity in performing their job or jeopardize Digi's reputation. Employees also should not use company property or proprietary information for personal gain. Political and charitable affiliations and contributions are not to be made on Digi's behalf without Digi's approval.

Avoid Conflicts of Interest

Subject to waiver from the company, Digi employees must avoid actual or apparent conflicts of interest. A conflict of interest occurs when an employee's business, personal, financial or political relationships or activities interfere or appear to interfere with the employee's job performance or jeopardize Digi's reputation. Company policy details examples of potential and actual conflicts of interest. Potential conflicts of interest should be presented to the company for review as soon as an employee becomes aware of their existence so that appropriate deliberation as to the disposition of the potential conflict can be made.

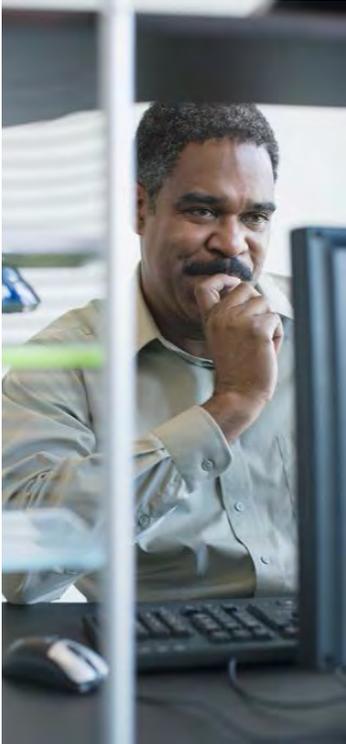
Learn More: [Conflicts of Interest Policy](#)

Avoid Using Your Position at Digi for Personal Gain

Employees will not use their position with the company, company property, or proprietary information for the employee's personal use or gain. No employee will take for himself or herself, or direct to any third party, any business opportunities that are discovered through the use of Digi property or proprietary information.

Learn More: [Conflicts of Interest Policy](#)

Digi Employees Act with Integrity



Political media, visual symbols or statements of political affiliations or viewpoints may not be displayed on Digi property or electronic devices.

No Political Affiliations on Digi's Behalf

Digi respects and supports the rights given to all employees to participate in political activities, so long as this is done as an individual and not as a representative of Digi. Digi services, property and facilities, however, will not be used for individual political activities, endorsements, verbal or visual statements. In addition, Digi funds or other assets will not be paid or furnished, directly or indirectly, to a political party, political candidate, political action committee or election fund. No political contributions by individual employees may be made in the name of the company or be reimbursed by it, directly or indirectly.

Learn More: [Political and Lobbying Activities Policy](#);
[Foreign Corrupt Practices Act and UK Bribery Act Compliance Procedures and Guidelines Policy Manual](#)

Obtain Consent for Any Charitable Contributions on Digi's Behalf

Digi is proud to support the local communities where our employees live and work. In appropriate circumstances, corporate funds or other assets are paid or furnished, directly or indirectly, to a charitable organization or endeavor. These contributions are done only with the prior authorization of the company (through the Vice President of Human Resources) and are made based on alignment with Digi's corporate giving practices. Digi also authorizes, from time to time, the donation of employees' normal work time to charitable projects.

Learn More: [Gifts and Gratuities Policy](#);
[Foreign Corrupt Practices Act and UK Bribery Act Compliance Procedures and Guidelines Policy Manual](#);
[Conflicts of Interest Policy](#)

Digi Employees Are Accountable

Our employees take accountability for their actions and consistently represent Digi values.



Digi employees hold themselves accountable for meeting internal objectives and commitments to each other and ensuring full execution on our commitments to our customers and business partners. We are committed to full compliance with all laws that govern our global business. We advocate social responsibility and preservation of natural resources by actively designing products and solutions that advance preservation capabilities globally. In addition, we actively implement internal programs to ensure we maintain an environmentally friendly and sustainable work environment.

Company Operations

Digi employees are accountable for assuring our operations are conducted in full accordance with company policies and the laws and regulations applicable to our business generally and the location where they work specifically.

Commitment to Job or Work Location Specific Policies, Laws and Regulations

All Digi employees are accountable for understanding and strictly adhering to company policies and local laws and regulations that are particular to their job or work location. Examples that may apply to you include:

- Legal requirements regarding pay, work hours, time off and reporting of hours worked vary by country. It is your responsibility to comply with local employment laws, including keeping accurate and current time and leave records.
- If you are engaged in a job function that interacts with the design or production of our products, you are responsible for knowing and complying with procedures related to product quality and integrity.
- In order to provide a safe and secure work environment for all employees, contractors and visitors, it is essential that you know and comply with the building security policy for your work location.
- To ensure the security of all data and information technology resources, you are expected to follow applicable policies and procedures such as password policies, security management policies and change control procedures.

Learn More: [Employee Handbook](#); [IT Security Management Policy](#)

Import and Export Controls

As a company that conducts international business, Digi must comply with laws and regulations concerning the export of goods, services and technical information. Employees must comply with export control laws of the United States, as well as export laws in countries where we do business. The knowledge of our team and compliance with our internal processes ensures prevention of transactions with persons and organizations involved in and with embargoed countries, and with persons and companies denied export privileges. Failure to comply with United States and global export laws can result in significant liability to Digi and may contribute to unwanted global, political and social impact.

Learn More: [Digi Export Compliance Program](#)

Digi Employees Are Accountable



Q: I told my sister that Digi was having a great quarter and would beat street estimates by a significant amount. Can I get in trouble for this?

A: Yes. Providing anyone with non-public information that could influence an investor to buy or sell Digi stock violates company policy and applicable law. U.S. government authorities frequently monitor movements in company stock prices, obtain the names of individuals who have traded in their securities and then require the company to disclose whether those individuals know or are related to any company employee. If your sister's name were to appear on such a list sent to Digi, you and your sister could be criminally prosecuted regardless of whether she only bought a few shares of company stock.



Anti-Boycott Compliance

As a U.S. based company, Digi and all of its affiliated entities are required to report to the U.S. government any requests received to participate in international boycotts. This applies even if the business transaction associated with the request is never completed. Digi must not support boycotts imposed by any country that is contrary to applicable law.

Learn More: [Pricing and Fair Competition and Business Boycotts Policy](#)

Securities Trading Laws

Digi employees who have non-publicly disclosed information about Digi which would impact the decision of a reasonable investor to buy or sell Digi's stock (e.g., information about projected earnings, new stock offerings, mergers and acquisitions, the departure or hiring of a new executive, etc.) must not trade in Digi stock. They also must not disclose this information to others without a need to know. This includes family members, friends, other employees and the public generally. Engaging in such actions can subject you and Digi to severe penalties, including significant fines and imprisonment. In addition, company policy prohibits you from trading, or tipping others about trading, in the securities of other companies about whom you have material inside information as a result of your employment with Digi.

Learn More: [Insider Trading and Tipping Policy](#)

Preservation of Natural Resources

Environmental protection is integral to ensuring that we meet the expectations of our customers and employees and to help protect the communities in which our products are manufactured, marketed and used. To this end, Digi:

- Designs and manufactures products that meet or exceed all applicable government standards and regulations;
- Meets or exceeds all other applicable government environment standards and regulations as well as any voluntary requirements to which we subscribe;
- Promotes awareness about protecting the environment and uses processes and product designs that minimize waste;
- Protects the communities where we operate by conserving resources, recycling and reusing materials; and
- Strives continually to improve the effectiveness of our environmental management system.

Learn More: [Global Safety and Environmental Business Conduct Policy](#)

Digi Employees Are Accountable



Accurate and Properly Maintained Company Records

Digi employees are accountable for maintaining accurate books and records in accordance with applicable law and company policy.

Financial Reporting

As a publicly traded company, Digi must provide accurate financial reports and filings with the U.S. Securities and Exchange Commission. It is critical that our public disclosures be timely, complete and accurate. We are bound by a Financial Code of Ethics designed to assure Digi acts with honesty and integrity in all financial dealings and provides full, complete and accurate disclosure to our stakeholders in its public filings that is consistent with applicable law. Employees are responsible for the integrity of the records, information and reports that they prepare or that are under their control. This includes, but is not limited to expense reports, vouchers, bills, payroll records and time cards and reports to government agencies. You may not make or approve any disbursement of company funds that will be used for any purpose other than those set forth in the documentation supporting such disbursement. Employees in the company's financial organization must ensure that no false or misleading entries are made in the Digi's accounting records and that all transactions are supported by accurate documentation in reasonable detail and are recorded in accordance with applicable company policies and accounting principles.

[Learn More: Financial Code of Ethics Policy](#)

Records Management

Employees must manage and retain Digi's records and files for which they are responsible in accordance with our records management policy. Company records are subject to periodic destruction in accordance with this policy.

[Learn More: Records Management Policy](#)

Digi Employees Listen, Show Respect and Communicate Openly

Digi employees treat all other parties equitably and fairly. Digi employees listen to each other and others with whom we interact for the company. Open communications are essential. Digi employees are expected to share their concerns.

Q&A

Q: I shared a joke about a female with my male friends at work. Other co-workers overheard and told me this was against our anti-harassment policy. My friends didn't tell me it offended them. Why is it against the policy when it was just shared between friends?

A: Conversations in the work place should support our goal of creating a respectful work environment for all employees. Conversations, overheard by others, or shared by others become public. Even without intent to offend another party, statements or jokes that can be considered disrespectful to a group of people can be considered as contrary to our anti-harassment policy. It is best to avoid these types of conversation at work.

Digi's culture is built on foundations of mutual trust among employees and respect for our company, our co-workers and all business partners and officials with whom we interact. Parties are treated with respect, fairness, consideration and dignity. Similarly, employees are expected to respect and protect the company's property. Trust among our employees is grounded in open and honest communications based in listening skills that are attentive to the viewpoints and concerns of others. All Digi employees, regardless of location or position, have the obligation to share concerns openly on business processes, policies or actions. The Digi management team is committed to an open door policy that allows employees to feel safe and secure in raising issues to ensure full compliance with our Code of Conduct and to prevent retaliation in any form against employees who share good faith concerns. The accomplishment of all these standards are essential to the company's mission.

Respect for Our Employees and Our Workplace

Digi strives to create a respectful work environment characterized by mutual trust and the absence of intimidation, oppression, discrimination and exploitation. Employees should be able to work and learn in a safe, comfortable environment. Employees are also expected to protect the company's property and treat it with care and respect. The accomplishment of these standards is essential to the mission of the company.

Employment Practices

Digi is an equal opportunity employer who bases employment decisions on merit, qualifications and abilities. Digi does not discriminate in employment opportunities or practices on the basis of race, color, creed, religion, sex, national origin, ancestry, age, disability, marital status, veteran status, sexual orientation or any other personal characteristic protected by applicable law. Digi makes reasonable accommodations for qualified individuals as provided by applicable law, unless doing so would result in undue hardship. Further, Digi strives to maintain a work environment free of harassment based on protected personal characteristics of its employees.

Learn More: [U.S. Employee Handbook - Equal Employment Opportunity Policy](#); [U.S. Employee Handbook - Anti-Harassment Policy and Non-Discrimination Policy](#)

Digi Employees Listen, Show Respect and Communicate Openly



Employee Conduct

Employees should conduct themselves in a professional, productive manner that respects and protects the interests and safety of all employees, the organization and shareholders. While it is not possible to list all forms of behavior that are unacceptable in the workplace, the following are examples of conduct that may result in the disciplinary action:

- Fighting or threatening violence in the workplace;
- Behavior that creates an environment of discrimination or harassment towards others;
- Theft or inappropriate removal or possession of the property of the company or other people;
- Falsification of company documents;
- Possession of weapons in the workplace or while conducting work-related business;
- Unauthorized disclosure of business secrets or confidential information; and
- Committing or contributing to acts of dishonesty against the company, its customers, suppliers or any other vendors, such as fraud, theft, embezzlement or misappropriation of corporate assets.

Employees that violate these standards will face the appropriate disciplinary action. This may include termination of employment. In addition, a criminal complaint will be filed against the offending employee when evidence, circumstances and the company's interests warrant.

Learn More: [Global Compliance With U.S. Law Policy](#); [U.S. Employee Handbook - Equal Employment Opportunity Policy](#); [U.S. Employee Handbook - Anti-Harassment and Non-Discrimination Policy](#); [Global Safety and Environmental Business Conduct Policy](#); [Use of Company Property, Information and Systems and Activities on Social Media Outlets Policy](#); [Conflicts of Interest Policy](#); [Pricing and Fair Competition and Business Boycotts Policy](#)

Workplace Safety

Digi is committed to providing a safe and secure work environment for its employees. Employees are expected to follow all safety rules and to exercise caution in work activities. You can contribute to our safe work environment through the following actions:

- Understanding and participating in related training on the procedures to follow in your facility in the event of emergencies such as fire, inclement weather, medical, or threats to physical safety;
- Knowing the location of emergency exits, fire extinguishers, medical equipment and facility evacuation routes; and
- Participating in all required safety training that is required for your position.

Employees are expected to report any unsafe conditions or situations they observe to their manager immediately.

Learn More: [Global Safety and Environmental Business Conduct Policy](#)

Digi Employees Listen, Show Respect and Communicate Openly



Control and Protection of Company Assets

All Digi funds and property are to be safeguarded and used for legitimate business purposes in a respectful and responsible manner. Employees are responsible for preventing their loss, theft or unauthorized use. Employees are not to loan company property without permission. Software may not be copied or used unless authorized by an appropriate license agreement. Loss, damage, misuse, theft, embezzlement or destruction of Digi funds or property should be reported immediately pursuant to company policy. All reports, lists, samples, notes, diagrams, information, intellectual property, computers and other office equipment, credit cards, building access cards, external storage media, supplies, and other materials and documents concerning the business of the company that are furnished to you by the company or prepared by you during the course of employment by the company are considered Digi's property. These must not be shared with others outside of Digi or used for personal gain. Such materials are to be returned to the company upon termination of employment or upon the request of a manager.

Learn More: Use of Company Property, Information and Systems and Activities on Social Media Outlets; IT Security Management Policy

Communications Based in Listening and Respect

All employees are expected to represent the values of Digi consistently through respectful and honest interactions with internal and external parties. Digi believes that good communications are grounded in listening skills that are attentive to the viewpoints and concerns of those with whom they interact. Digi employees will strive to ensure that their communications demonstrate respect, integrity and professionalism. Employees also will not engage in inappropriate communications that may violate the law or be harmful to Digi's interests. We will be proud of our communications – whether they remain private or become public.

Electronic and Voice Communications

Digi's electronic and voice communications systems are provided for business use only. Employees should not use Digi's communications for inappropriate purposes, excessive personal use or to disclose confidential information without appropriate authority. The company may monitor use to ensure compliance with these policies and employees who use company communications systems should not expect privacy or control over their communications.

Learn More: Use of Company Property, Information and Systems and Activities on Social Media Outlets; Security Management Policy

Digi Employees Listen, Show Respect and Communicate Openly



Preserving the Confidentiality of Employee Information

Digi has to collect and maintain a certain amount of personal identification data of its employees to conduct its business, administer and analyze benefits and comply with applicable law. Digi is committed to protecting the privacy of the information it holds about its employees and does not sell, rent or lease this information to other parties. It is only disclosed for legitimate business purposes. Digi takes its responsibility to protect employee data seriously and uses appropriate security procedures to safeguard such information. At any time an employee may request access to or make corrections to their personal data by contacting the Human Resources department.

Learn More: [Employee Handbook](#)

Selective Disclosures of Information

Digi adheres to fair disclosure regulations that restrict providing material inside information about the company's business. As a public company, Digi respects that material information about its business, operations or financial results must be disclosed to all investors and potential investors and financial analysts in a broad manner at the same time. As such, employees will assure that all communications to investors and potential investors as well as the media will only be made through authorized spokespersons specified in company policy. Employees should never attempt to respond to an outside party's questions nor should they ever volunteer any information to them without first contacting appropriate spokespersons specified in company policy.

Learn More: [Disclosure of Information to the Public, the Media, Analysts and Government Bodies Policy](#)

Q&A

Q: My Facebook account belongs to me, not Digi. Why can't I write about the new product initiative that has not been disclosed publicly yet that I'm working on in this forum?

A: While a social media account you use does belong to you, confidential matters about Digi's business should be voiced only through company channels.

Use of Social Media

Any use of social media sites (Facebook, Twitter, blogs and wikis) by a Digi employee should be consistent with the employee's responsibilities to the company. Responsibilities of Digi employees with regards to social media include:

- Protecting confidential company information and intellectual property;
- No disclosure of material inside information; and
- No harassing, intimidating or disparaging, false, inaccurate or unprofessional statements about the company or other employees.

Learn More: [Use of Company Property, Information and Systems and Activities on Social Media Outlets](#)

Digi Employees Listen, Show Respect and Communicate Openly



Shared Responsibility and Our Code of Conduct

The Digi Code of Conduct belongs and applies to all of us. It is the responsibility of every Digi employee to ensure the implementation of and compliance with the Code. All employees are expected to integrate the Code of Conduct into their daily work lives and work with their colleagues to ensure consistent implementation and compliance with its provisions. It is impossible to list all the possible factual scenarios relative to the Code of Conduct that employees may encounter while performing their jobs. Employees must use the values in the Code of Conduct to guide their behavior. Employees should actively seek further information and ask questions when they are unsure about an appropriate course of action. It takes all employees, working as a team, to maintain the environment, culture and values that make Digi a great company.

Assessing Potential Code Violations

In many situations or circumstances, it is difficult to determine whether a Code of Conduct violation exists. If an employee is unsure of how to respond to something they have observed or been asked to do, they should seek guidance from their manager, human resources, a member of the Business Conduct Committee or the legal department.

As a general rule, if you are unsure of how to respond to something you have observed or have been asked to do, you should seek guidance from your manager, Human Resources or any member of the senior management team. If you have observed or have been asked to do something that may be of questionable ethics, ask yourself the following questions. If you can answer “yes” to all of them, you can feel assured the action or issue will comply with the Code of Conduct:

What specifically have I observed or been asked to do?					
YES	YES	YES	YES	YES	YES
<p>Is it legal? Would it be legal in all jurisdictions affected?</p> <p>Check with the legal department if you're unsure.</p>	<p>Does it comply with Digi's Code of Conduct, policies, values and culture?</p> <p>Check with your manager, HR or the legal department if you're unsure.</p>	<p>Would I be proud to tell a coworker, friend or family member about it?</p> <p>Seek input from your manager or HR if you're unsure.</p>	<p>Would I want it to be reported in media headlines?</p> <p>Seek input from your manager, HR or a coworker if you're unsure.</p>	<p>Does it feel right? Will I be able to sleep tonight?</p> <p>Seek input from your manager, coworker or HR if you're unsure.</p>	<p>Am I willing to be held accountable for the results?</p> <p>Seek input from your manager, coworker or HR if you're unsure.</p>
NO	NO	NO	NO	NO	NO
Report it and/or don't do it	Report it and/or don't do it	Report it and/or don't do it	Report it and/or don't do it	Report it and/or don't do it	Report it and/or don't do it

Digi Employees Listen, Show Respect and Communicate Openly



Reporting a Violation

Employees that believe they have identified a potential violation of the Code of Conduct should report the violation. Employees may choose to make a report either by identifying themselves or anonymously. To the extent possible, Digi will endeavor to maintain the confidentiality of those individuals who make reports in good faith. Reports can be made:

- Directly to your manager;
- Using Digi's reporting hotline. Anonymous reports are permitted where allowed by law;
- To any member of Human Resources;
- To any member of the Business Conduct Committee; or
- To any attorney in the Legal Department.

The Business Conduct Committee is composed of Digi's General Counsel, Vice President of Human Resources and Chief Financial Officer. Please choose the contact you feel most comfortable discussing your concerns with and phone, write or request a meeting. Other than with respect to the reporting hotline, employees that wish to make an anonymous report to one of the contacts listed above should send a written letter.

Digi's third party reporting service is InTouch. Reports can be made using your identity or anonymously. InTouch will not use information for any other purpose than passing the factual information to the company. Anonymous reports can be made via phone by omitting a contact name from the report. If an employee submits an email and requests an anonymous submission, InTouch is obligated to keep that information private. Emails should be submitted to TellDigi@GetInTouch.com.

To contact InTouch by phone, employees may call from any country using one of the following numbers:

United States:	1-866-417-3444
Germany:	49-0800-182-4723
Spain:	34-900-991-340
Netherlands:	31-0-800-022-6704
France:	33-0800-900-844
Hong Kong:	852-800-968-163
South China:	10800-130-1006
North China:	10800-713-1041
Japan:	00531-13-1234
U.K.	0800-404-5060
Singapore	800-130-2052

Digi Employees Listen, Show Respect and Communicate Openly



Employees should also refer to the company's policy on Reporting and Investigating Violations for guidelines on how to report any complaint or concern about the Company's accounting, internal accounting controls or auditing matters, or who becomes aware of questionable accounting or auditing matters.

It is a violation of the Code of Conduct to knowingly provide false information or accusations.

Learn More: [Reporting and Investigating Violations Policy](#);
[Business Conduct Program Implementation and Maintenance Policy](#)

Non-Retaliation Commitment

Digi will not take action against anyone who brings forward information, questions or concerns in good faith. Good faith means that the employee believes the issue to be valid, in potential violation to the company, and with the intent to abide by company policy and/or local, national or international law.

Learn More: [Reporting and Investigating Violations Policy](#)

Disciplinary Actions for Code Violations

Alleged violations of the Code of Conduct will be investigated in a manner consistent with Digi policy. Violations of the Code of Conduct may result in disciplinary action, up to and including termination of employment. If necessary, legal proceedings may also commence to recover the amount of any improper expenditures or profits realized by the offending employee and any financial detriment sustained by the company.

Learn More: [Reporting and Investigating Violations Policy](#);
[Business Conduct Program Implementation and Maintenance Policy](#)