

# GMI EXECUTIVE PAY SCORECARD<sup>SM</sup>

Data & analysis provided by GMI-The Independent Leader in Corporate Governance and ESG&A

20 Jan 2012

**Digi International Inc.**



**DGII NASDAQ**

**Computer Hardware**

Market Capitalization USD:

**\$280.94 mm**

## CONCERN LEVEL: AVERAGE

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

**CEO: Joseph T. Dunsmore**

**Age: 53**

**CEO Since: 1999**

	2009	2010	2011
<b>Base Salary</b>	\$406,000	\$406,000	\$422,250
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$16,991	\$121,496	\$415,072
<b>Benefits and Perquisites</b>	\$10,229	\$9,799	\$10,291
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$433,220</b>	<b>\$537,295</b>	<b>\$847,613</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$493,155	\$607,966	\$751,602
<b>Stock Awards</b>	\$0	\$0	\$0
<b>TOTAL COMPENSATION</b>	<b>\$800,533</b>	<b>\$1,145,261</b>	<b>\$1,599,215</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$466,198	\$411,914	\$667,984
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$0	\$0	\$0
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>

**Proxy Date:** 5 Dec 2011

**Annual Meeting Date:** 23 Jan 2012

**Equity Reserves:** 38.29%

**Stock Option Run Rate:** 4.66%

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# Digi International Inc.

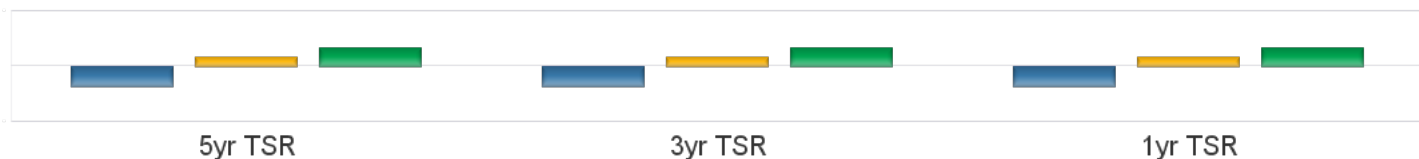
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## Performance Comparison

■ vs S&P500   ■ vs Industry   ■ DGII



## Peer Comparisons (TRBC) =Computer Hardware

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
DGII	Digi International Inc.	\$800,533	\$1,145,261	\$1,599,215	\$280,936,436
SCSC	ScanSource, Inc.	\$3,623,024	\$3,529,900		\$802,023,604
SYNA	Synaptics Incorporated	\$3,352,891	\$3,707,845		\$768,536,119
DDD	3D Systems Corporation	\$1,225,732	\$2,847,699		\$706,046,536
NSIT	Insight Enterprises, Inc.	\$6,207,836	\$5,654,592		\$685,785,815
STEC	STEC, Inc.	\$2,592,857	\$2,823,444		\$523,837,470
SMCI	Super Micro Computer, Inc.	\$506,802	\$299,408	\$1,404,350	\$505,277,312

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps.

Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

Anaren, Inc., Network Equipment Technologies, Inc., BigBand Networks, Inc., Neutral Tandem, Inc., CalAmp Corp., Oplink Communications, Inc., Communications Systems Inc., Orbcomm, Inc., Echelon Corp., Seachange International, Inc., EMS Technologies Inc., Shoretel, Inc., Extreme Networks Inc., Sierra Wireless, Inc., Globecom Systems, Inc., Silicon Laboratories, Inc., Ixia, Symmetricom, Inc., Network Engines, Inc.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Kenneth E. Millard	Chairman	65	Male	13	Outside
Ahmed Nawaz	Member	62	Male	6	Outside
Guv C. Jackson	Member	69	Male	9	Outside

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