

DIGIMARC

Market Development Committee Charter

DIGIMARC CORPORATION MARKET DEVELOPMENT COMMITTEE CHARTER

The Board of Directors (the “Board”) of Digimarc Corporation (the “Company”) has several subject matter experts in the markets and strategic customer and alliances central to the success of Digimarc Barcode. At the request of management, the Board has created and delegated to the Market Development Committee (the “Committee”) responsibility for monitoring and advising management and the Board with respect to the competitive landscape and market development activities of the Company. This includes advising, when requested, on customers, alliance partners, and prospects relative to the marketing and sales practices of the Company, and such other duties and functions as directed by the Board from time to time or as are consistent with this charter, the Company’s Amended and Restated Bylaws, as amended, and governing law, rules and regulations.

Delegation by the Board of responsibilities to the Committee shall not exclude the Board from any action permitted to be taken by the Board under governing law, rules or regulations applicable to the Company.

MEMBERSHIP

The membership of the Committee shall consist of at least two directors who are “independent”, as such term is defined by the SEC and Nasdaq rules, and who are well versed in the markets that the Company serves. Each member shall be free of any relationship that, in the opinion of the Board, would interfere with his or her individual exercise of independent judgment in carrying out the responsibilities of a member of this Committee. Applicable laws and regulations shall be followed in evaluating a member’s independence. Each member of the Committee, as well as the chairperson of the Committee, shall be appointed and may be removed by a majority of the members of the Board.

COMMUNICATIONS/REPORTING

The Committee is expected to maintain free and open communication with Company management. This communication shall include, at the discretion of the Committee, regularly scheduled private executive sessions with such personnel. The Committee chairperson shall report on Committee activities to the full Board. Any marketing, sales or other expert firms retained by the Committee shall report directly to the Committee.

EDUCATION

The Company is responsible for providing the Committee with resources related to all matters concerning the marketing, sales and business development aspects of the Company, and other material that may be requested by the Committee. The Company shall assist the Committee in obtaining appropriate and requested information.

AUTHORITY AND FUNDING

In discharging its oversight role, the Committee is empowered to conduct or authorize reviews of any matter within its delegated authority brought to its attention and the Committee has the authority to engage, at the Company's expense, independent advisors, as it determines necessary, to carry out its duties. The Committee is empowered to cause the Company to pay the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

RESPONSIBILITIES

The Committee shall advise, counsel, assist, and inform the Company with regard to all matters concerning the competitive landscape and market development aspects of the Company as requested by the Board of Directors.

In the execution of the responsibilities, the Market Development Committee shall:

- Bring to bear expertise of the subject matter experts on the Board,
- Assist the Company's management team in strategic planning and market development with respect to strategic customer and alliance prospects,
- Provide expertise on market segments,
- Upon request, review and comment with respect to presentations and approaches to business opportunities,
- Periodically review and comment on the activities and performance of the sales, marketing, alliance and similar functions of the Company,
- Periodically make reports and presentations to the Board regarding its activities, and
- Perform other duties and functions as requested by the Board of Directors.

Adopted: April 30, 2019