

# Whistleblower Policy

## Reporting Suspected Violations or Misconduct

### Policy

Digimarc Corporation is committed to maintaining a workplace where employees are encouraged to raise good faith concerns regarding the Company's business practices, specifically: (1) reporting suspected violations of law on the part of the Company; (2) federal and state laws and regulations; and (3) providing truthful information in connection with an inquiry or investigation by a court, agency, law enforcement, or other governmental body.

### Reporting Responsibility

It is the responsibility of all directors, officers and employees to comply with the Code of Business Conduct and to report violations or suspected violations in accordance with this policy.

### Reporting Violations or Misconduct

An employee who wishes to report a suspected violation of law or Company policy may do so confidentially by contacting the employee's supervisor, Human Resources, a Company attorney, the Company's Compliance Officer, the Governance and Nominating Committee, or anonymously by calling the "hotline," which is managed and staffed by an outside company, EthicsPoint, in order to maintain the anonymity of the source. EthicsPoint also provides a confidential website for reporting.

EthicsPoint Hotline Reporting:

- Telephone Number: 1-888-279-7317
- Website: [www.ethicspoint.com](http://www.ethicspoint.com)

The hotline telephone number and website are posted on the Company's intranet site and on bulletin boards throughout the Company office.

### No Retaliation

The Company expressly prohibits any form of retaliation, including harassment, intimidation, adverse employment actions, or any other form of retaliation, against employees who raise suspected violations of law, cooperate in inquiries or

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investigations, or identify potential violations of Company policies. Any employee who engages in retaliation will be subject to discipline, up to and including termination.

Any employee who believes that he or she has been subjected to any form of retaliation as a result of reporting a suspected violation of law or policy should immediately report the retaliation to one of the following: his or her supervisor, Human Resources, a Company attorney, the Company Compliance Officer or the EthicsPoint hotline. The supervisor, Human Resources and/or Company attorney who receive complaints of retaliation must immediately inform the Compliance Officer.

Reports of suspected violations of law or policy and reports of retaliation will be investigated promptly and in a manner intended to protect confidentiality, consistent with a full and fair investigation. The Compliance Officer will conduct or designate other internal or external parties to conduct the investigations. The investigating parties will notify the concerned individuals of their findings directly, or indirectly through the outside company managing the hotline where appropriate, and prepare other reports as indicated by the circumstances. A summary of all such reports will be presented to the Audit Committee of the Board of Directors.

## **Compliance Officer**

Robert Chamness, Chief Legal Officer and Secretary, serves as the Company's Compliance Officer. The Compliance Officer is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Code and, at his discretion, shall advise the CEO and/or the Audit Committee. The Compliance Officer has direct access to the Audit Committee of the Board of Directors and provides quarterly reports to the Audit Committee on compliance activity.

## **Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

## **Handling of Reported Violations**

The Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation. The outcome of the investigation will be provided back to the employee reporting the issue based on how the report was submitted.

## **Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

## **Reporting to Government Agencies**

Nothing in Digimarc's confidentiality obligations prohibits you from reporting possible violations of any law or regulation to any governmental agency or entity, including to the U.S. Department of Justice, the Securities and Exchange Commission, the Congress, and any agency Inspector General, or making other reports under the whistleblower provisions of any law or regulation. You do not need the prior authorization of Digimarc to make any such reports and you are not required to notify Digimarc that you have made such reports.

## **Federal Defend Trade Secrets Act Notice**

18 U.S.C. § 1833(b) states: "An individual shall not be held criminally or civilly liable under any Federal or State trade secret law for the disclosure of a trade secret that – (A) is made – (i) in confidence to a Federal, State, or local government official, either directly or indirectly, or to an attorney, and (ii) solely for the purpose of reporting or investigating a suspected violation of law; or (B) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. An individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose the trade secret to an attorney of the individual and use the trade secret information in the court proceeding, if the individual – (A) files any document containing the trade secret under seal; and (B) does not disclose the trade secret, except pursuant to court order."