

DIGIMARC CORP
Form DEF 14A
April 15, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

This Proxy, when properly executed, will be voted in the manner directed herein by the undersigned stockholder. **If no direction is made, this Proxy will be voted for the nominees to the board of directors named in Proposal No. 1 and for the ratification of KPMG LLP as the independent auditors of Digimarc Corporation in Proposal No. 2 and as the proxy holder may determine in his discretion with regard to any other matter properly brought before the Annual Meeting.**

1. ELECTION OF DIRECTORS:

- FOR the nominees listed below (except as indicated) WITHHOLD AUTHORITY to vote for all nominees listed below

**Bruce
Davis Brian Grossi James Richardson**

The Board of Directors recommends a vote FOR the nominees named above. If you wish to withhold authority to vote for any nominee, strike a line through such nominee's name listed above.

2. PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT AUDITORS OF DIGIMARC CORPORATION FOR THE YEAR ENDING DECEMBER 31, 2005:

- FOR AGAINST ABSTAIN

The Board of Directors recommends a vote FOR Proposal No. 2.