

## COMSCORE, INC.

### CORPORATE GOVERNANCE GUIDELINES

The following Corporate Governance Guidelines have been adopted by the Board of Directors (the “**Board**”) of comScore, Inc. (the “**Company**”) to assist the Board in the exercise of its responsibilities to the Company and its stockholders. These guidelines are intended to serve as a flexible framework within which the Board may conduct its business and provide oversight, not as a set of binding legal obligations. These guidelines should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company’s Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws (the “**Bylaws**”) and other corporate governance documents. These guidelines shall be posted on the Company’s website and copies of the guidelines shall be made available upon request to the Company’s Secretary.

In discharging their obligations, directors should be entitled to rely on the honesty and integrity of the Company’s senior executives, its internal and external auditors and other outside advisors. Directors are expected to devote the time necessary to appropriately discharge their responsibilities and to prepare for and, to the extent possible, attend and participate in all meetings of the Board and of Board committees on which they serve.

#### **Role of the Board**

The role of the Board is to oversee the performance of the chief executive officer (the “**CEO**”) and other senior management of the Company, and to assure that the best interests of stockholders are being served. To satisfy this responsibility, directors are expected to take a proactive approach to their duties and to function as active monitors of corporate management. Accordingly, the Board provides oversight in the formulation of the long-term strategic, financial, and organizational goals of the Company and the plans designed to achieve those goals. In addition, the Board reviews and approves standards and policies to ensure that the Company is committed to achieving its objectives through the maintenance of the highest standards of responsible conduct and ethics and to assure that members of management carry out their day-to-day operational duties in a competent and ethical manner.

The day-to-day business of the Company is carried out by its employees, managers, and officers under the direction of the CEO and the oversight of the Board to enhance the long-term value of the Company for the benefit of the stockholders. The Board and management also recognize that creating long-term enterprise value is advanced by considering the interests and concerns of other stakeholders, including the Company’s employees, customers, creditors, and suppliers, as well as the greater community in general.

The Board understands that effective directors act on an informed basis after thorough inquiry and careful review appropriate in scope to the magnitude of the matter being considered. The directors know their position requires them to ask probing questions of management and outside advisors. When the Board deems it appropriate or helpful in discharging its responsibilities, it may engage outside advisors at the Company’s expense.

#### **Board Composition and Director Selection and Qualifications**

**Size of the Board.** The Bylaws provide that the number of directors will be fixed from time to time by the Board. The Board should annually review the size of the Board based on the

recommendation of the Nominating and Governance Committee and any other factors that it deems appropriate.

***Selection of Director Nominees.*** Directors may be nominated by the Board or by stockholders in accordance with the Bylaws. The Nominating and Governance Committee should recommend candidates for election to the Board in accordance with the policies and principles in its charter and the criteria described herein. An invitation to join the Board should be extended by the Board through the Chair of the Board (the “**Chair**”). The Nominating and Governance Committee will be responsible for recommending the nomination of those incumbent directors it deems appropriate for re-election to the Board upon expiration of such director’s term.

### ***Director Qualifications.***

***Skills and Experience.*** The Nominating and Governance Committee is responsible for reviewing with the Board, at least annually, the appropriate skills, qualifications and experience required of directors and the composition of the Board as a whole. This assessment should include factors such as judgment, skill, integrity, experience with businesses and other organizations of comparable size or industry, the interplay of the candidate’s experience with the experience of other directors, the extent to which the candidate would be a desirable addition to the Board and any committees of the Board and any other factors that the committee deems relevant to the current needs of the Board, including those that promote diversity. The Board shall adopt, and shall adhere to, a policy that promotes appropriate diversity among the members nominated for election to the Board, taking into account such attributes that include gender, ethnicity and race, as are considered appropriate for good governance from time to time, including guidelines promoted by Institutional Shareholder Services, Inc. and other proxy advisory firms.

***Service on Other Boards.*** Directors who are executive officers of the Company may serve on the board of directors of no more than two public companies, including the Company’s Board. Other directors should not serve on more than four public company boards, including the Company’s Board. Exceptions to these limits should be approved on a case-by-case basis by the Board. Directors should advise the Chair and the Chair of the Nominating and Governance Committee in advance of accepting an invitation to serve on the board of directors (or similar body) of another company. Additionally, the CEO and other executive officers of the Company must seek the approval of the Board before accepting membership on other boards (or similar bodies), including corporate and charitable boards. Neither the CEO nor an executive officer of the Company may serve on any board of directors of a company if the CEO or another executive officer of that company is serving on the Board.

***Changes in Professional Responsibility.*** The Board should consider whether a change in an individual’s professional responsibility directly or indirectly impacts that person’s ability to fulfill his or her obligations as a director of the Company. Any director should submit his or her resignation upon retirement, resignation or termination from his or her current job. The Board may accept or reject such resignation in its discretion after consultation with the Nominating and Governance Committee.

***Term Limits.*** The Board does not believe it should establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they have the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, are able to provide increasing contributions to the Board as a whole. The Nominating and Governance Committee

should take the value of such insight into account, as well as the results of the Board evaluation process, in determining whether to nominate individual directors for re-election.

*Retirement Policy.* No director may stand for election after reaching age 75 unless the Board approves an exception to the guideline on a case-by-case basis.

*Resignation or Removal.* A director may resign from the Board upon written notice to the Board. Any director who is an employee of the Company should submit his or her resignation upon retirement, resignation or termination. The Board may accept or reject such resignation in its discretion after consultation with the Nominating and Governance Committee.

***Director Independence.*** A substantial majority of the members of the Board should meet the criteria for independence set forth in the next succeeding paragraph. Directors are expected to inform the Board promptly of any material changes in their circumstances or relationships that may impact their designation by the Board as independent. The Nominating and Governance Committee is responsible for conducting an annual evaluation of whether each member of the Board qualifies as independent under applicable standards and for presenting its recommendation to the Board. Based on this recommendation and any other facts and circumstances the Board deems appropriate, the Board will affirmatively determine and identify which directors qualify as independent.

In addition to any applicable exchange listing rules and requirements under applicable law, a director will be considered independent if the Board, on the recommendation of the Nominating and Governance Committee and based on any other facts and circumstances the Board deems appropriate, finds that the director has no material relationship with the Company.

***Positions of Chair and CEO.*** The Board believes that whether to have the same person occupy the offices of Chair and CEO should be decided by the Board, from time to time, in its business judgment after considering relevant factors, including the specific needs of the business and what is in the best interest of the Company. The independent directors should periodically review, including in connection with the selection of a new CEO, the Board's leadership structure and consider whether the position of the Chair should be held by the CEO or by another director.

***Duties of the Chair.*** Specific duties of the Chair include: (i) presiding at all meetings of the Board, including executive sessions of the independent directors, (ii) serving as a liaison between the independent directors and the CEO (provided that each director will also be afforded direct and complete access to the CEO at any time such director deems necessary or appropriate), (iii) approving information sent to the Board, (iv) approving agendas for Board meetings, (v) approving Board meeting schedules to ensure that there is sufficient time for discussion of all agenda items, (vi) calling meetings of the independent directors and (vii) if requested by a major stockholder, ensuring that he or she is available for consultation and direct communication, (viii) guiding the annual Board evaluations, (ix) guiding the Board's consideration of CEO compensation, and (x) guiding the CEO succession process.

***Lead Independent Director.*** If the positions of Chair and CEO are combined or the Chair is not an independent director, the independent members of the Board will select an independent director to serve as Lead Independent Director.

The specific duties of the Lead Independent Director will include: (i) presiding at all executive sessions of the independent directors, (ii) serving as a liaison between the independent directors and the Chair (provided that each director will also be afforded direct and complete

access to the Chair at any time such director deems necessary or appropriate), (iii) approving information sent to the Board, (iv) approving agendas for Board meetings, (v) approving Board meeting schedules to ensure that there is sufficient time for discussion of all agenda items, (vi) calling meetings of the independent directors and (vii) if requested by a major stockholder, ensuring that he or she is available for consultation and direct communication, (viii) guiding the annual Board evaluations, (ix) guiding the Board's consideration of CEO compensation, and (x) guiding the CEO succession process.

## **Director Orientation and Continuing Education**

The Nominating and Governance Committee, in coordination with the Chief Compliance Officer and General Counsel, should establish, implement and periodically evaluate an orientation program for new directors and an annual continuing education program for existing directors. Such programs may include presentations by appropriate executives and opportunities for directors to visit the Company's principal facilities in order to provide greater understanding of the Company's business and operations. In addition, the Nominating and Governance Committee may arrange for directors to attend outside educational programs pertaining to the directors' responsibilities. The Company also encourages directors to participate in continuing education programs focused on the Company's business and industry, on legal and ethical responsibilities, or that pertain to each director's service on Board committees.

## **Board Meetings**

***Schedule and Attendance.*** The Board will meet as frequently as necessary to carry out its responsibilities in light of the circumstances, which should be at least four times per year. The Board will meet in accordance with the schedule determined by the Chair, if independent, or the Lead Independent Director, in consultation with the Chair. Directors are expected to prepare for and attend all scheduled Board and committee meetings. Directors are expected to attend the Company's annual meeting of stockholders absent extraordinary circumstances.

***Board Presentations and Access to Employees and Advisors.*** Directors will have full access to officers and employees of the Company and, as necessary and appropriate, the Company's independent advisors, including legal counsel and independent accountants. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO or the Secretary or directly by the director. Each director will use his or her judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent appropriate, provide the Chair with a copy of any written communications between a director and an officer or employee of, or advisor to, the Company.

The Board encourages senior management to invite to Board meetings officers, other key employees and independent advisors who can provide additional insight into the matters being discussed, or whom senior management believes should be given exposure to the Board.

***Agenda and Meeting Materials.*** An agenda for each Board meeting and meeting materials should be distributed to all directors a reasonable period of time before the Board meeting. The Chair, if independent, or the Lead Independent Director, in consultation with the CEO, will establish the agenda for each Board meeting. The Chair or Lead Independent Director may request that members of senior management assist with the preparation of meeting agendas and materials, including items to be included on the agenda and the identification of necessary or appropriate meeting materials. Directors may also provide suggestions for the meeting agenda and materials, and may also raise subjects that are not on the agenda at any meeting.

At least annually, the agenda should reserve time to address the following areas: management of significant risks, including reputational risk; material corporate responsibility matters; and stockholder proposals and key stockholder concerns.

**Confidentiality.** The proceedings and deliberations of the Board and its committees are confidential. Each director will maintain confidentiality of information received in connection with his or her service as a director.

**Strategic Planning.** The Board should hold an annual strategic planning meeting. The timing and agenda of the strategic planning meeting will be determined by the Chair, if independent, or the Lead Independent Director and the CEO.

### **Board Interaction with Investors, Media and Others**

The Board believes that communication and engagement with the Company's stockholders and other interested parties is an essential component of the Company's corporate governance practices. The Board believes that the CEO and senior management designated by the CEO speak for the Company. Directors may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that directors would do so with the knowledge of the CEO and, in most instances, at the request of the CEO.

Stockholders and other interested parties may send communications to the Board, any individual director or the independent directors as a group, through the Company's Secretary, in writing to:

comScore, Inc.  
Board of Directors  
c/o Corporate Secretary  
11950 Democracy Drive, Suite 600  
Reston, VA 20190  
ATTN: [see below]

Stockholders should indicate in the "ATTN:" line of the envelope whether the communication is directed to the Board, an individual director or the independent directors as a group.

### **Non-Management Director Executive Sessions**

An executive session of the non-management directors should be held in conjunction with each meeting of the Board. If the Board includes non-management directors who are not independent, at least one executive session per year should include only the independent directors. Additional executive sessions may be convened by the Chair, if independent, or the Lead Independent Director, at his or her discretion and will be convened if requested by any other director. Any non-management director may raise issues for discussion at an executive session. The Chair, if independent, or the Lead Independent Director will preside at all executive sessions, and the Lead Independent Director, if any, should provide feedback to the Chair as appropriate.

### **Board Committees**

**Standing Committees.** Consistent with applicable exchange listing requirements, the Board will have at all times an Audit Committee, a Compensation Committee and a Nominating

and Governance Committee. All of the members of those committees should satisfy the independence requirements set forth in the applicable exchange listing requirements and under applicable law.

Committees will receive authority exclusively through delegation from the Board in accordance with the Bylaws through Board resolutions, committee charters or as provided by these guidelines. Any committee action taken other than pursuant to an express delegation of authority in the committee charter or otherwise must be ratified by the Board before becoming effective. In addition to the authority granted hereunder or under each committee's charter or by further resolution of the Board, each standing committee has the authority to retain and compensate independent legal, financial or other advisors as such committee may deem necessary (without consulting or obtaining the approval of the Board or management of the Company), who shall report directly to the Board or such committee.

***Appointment and Term of Service of Committee Members.*** Committee members should be appointed annually by the Board after recommendations are made by the Nominating and Governance Committee. The Nominating and Governance Committee should also recommend changes to the composition of the committees, including evaluation of whether an incumbent director should be reappointed to a committee of the Board. The Board should review and evaluate the recommendations of the Nominating and Governance Committee and should appoint committee members, giving consideration to the desires of individual directors. Committee chairs will be appointed by the Board. Consideration should also be given to rotating committee members and committee chairs periodically, but the Board does not believe that rotation should be mandated as a policy.

***Committee Charters.*** Each standing committee should have a written charter approved by the Board. The charters should include the purposes, responsibilities and authority of the committees as well as qualifications for committee membership, procedures for appointment and removal, structure and operations, reporting to the Board and such other matters as the Board deems appropriate. The charters should also provide that each committee will annually evaluate its performance. The charters will be included on the Company's website and copies of the charters will be made available upon request to the Company's Secretary.

***Committee Meetings and Committee Agenda.*** The committees will meet as frequently as necessary to carry out their responsibilities consistent with their respective charters, which should be at least four times per year. Each committee chair should, in consultation with the other members of the committee and appropriate officers of the Company, establish the agenda for each committee meeting. Any committee member may submit items to be included in the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. Each committee will conduct its business as provided in the Bylaws. The committee chair will supervise the conduct of the meetings and will have other responsibilities as the committee may designate from time to time.

## **Director Compensation and Performance**

### ***Compensation Determination and Review.***

The compensation of directors who are not employees of the Company will be determined by the Board acting upon recommendation of the Compensation Committee. To form its recommendation, the Compensation Committee should periodically review the form and amount of director compensation, obtaining the advice of such experts as the Committee deems

appropriate. Compensation may be paid in the form of cash or equity interests in the Company or such other forms as the Board deems appropriate and should be at levels that are consistent with those in effect for directors of similarly situated businesses. Separate compensation may be provided to members of committees of the Board and additional compensation may be provided to the chairs of Board committees, to the Chair, if non-executive, and to the Lead Independent Director. Directors who are also employees of the Company should not receive any additional compensation for their service as directors. Directors are subject to minimum stock ownership requirements as set forth in the Company's Stock Ownership Guidelines.

**Annual Performance Review.** At least annually, the Nominating and Governance Committee should oversee an evaluation of the performance of the Board and each of the committees. As part of this process, the Board will conduct a self-evaluation to determine whether the Board and its committees are functioning effectively.

### **Evaluation and Compensation of CEO and Other Executive Officers**

**Annual Review.** The Compensation Committee will oversee the annual review of the performance of the CEO and will oversee the CEO's evaluation of the other executive officers of the Company, in each case taking into account the goals and objectives of the Company and any other factors the Compensation Committee deems appropriate. The Compensation Committee will report its findings and recommendations to the Board, which (through its Outside Directors) will ultimately evaluate the performance of the CEO and set the CEO's compensation in line with its evaluation, the goals and objectives of the Company, and any other factors it deems appropriate. Each director who qualifies as an "outside director" for purposes of Section 162(m) of the Internal Revenue Code is an "**Outside Director.**"

**Clawback Policy.** The Board will adopt and maintain a policy requiring the recoupment of performance-based bonus compensation paid to named executive officers in the event of certain financial restatements or of other bonus compensation paid to executives in certain other instances. The policy should require reimbursement to the extent permitted by governing law and any employment arrangements entered into prior to the adoption of the policy.

### **Management Succession**

**Succession Planning and Management Development.** The Nominating and Governance Committee should, at least annually, make a report to the Board on succession planning for executive officers of the Company. The Company's succession plan should include appropriate contingencies in case the Chair or the CEO retires, resigns or is incapacitated. The Board, with the assistance of the Nominating and Governance Committee, will evaluate potential successors to the Chair and the CEO. The Chair and the CEO should at all times make available their recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

**CEO Selection.** The Board, with the assistance of the Nominating and Governance Committee, will select a CEO in a manner that is in the best interests of the Company.

**Last revised May 30, 2018**