

## **comScore, Inc. Reporting and Non-Retaliation Policy**

This Reporting and Non-Retaliation Policy (this “Policy”) is to be read in conjunction with the Code of Business Conduct and Ethics.

### **PURPOSE**

This Policy is intended to reinforce the commitment of comScore, Inc. (the “Company”) to ethical behavior and integrity by helping to foster and maintain an environment where employees and others can report concerns about wrongdoing or suspected wrongdoing without fear of retaliation. The purpose of this Policy is to encourage employees and others to disclose wrongdoing or suspected wrongdoing that may adversely impact the Company, the Company’s reputation, the Company’s stockholders, customers, employees or other stakeholders, and to set forth the procedures by which such reports should be made, investigated and addressed. All employees are responsible for reporting wrongdoings or suspected wrongdoings using the procedures in this Policy. The Policy shall be reviewed by the Board of Directors of the Company on an annual basis and reinforced to employees through annual trainings and Company communications.

### **REPORTS OF WRONGDOING BY EMPLOYEES**

Employees who become aware of any wrongdoing or suspected wrongdoing, either financial or non-financial, are encouraged to report such matters as described below. An act of wrongdoing or suspected wrongdoing may relate to (i) financial matters such as accounting, internal control or auditing matters, or (ii) non-financial matters such as a violation of the Company’s Code of Business Conduct and Ethics or a violation or suspected violation of any applicable law, rule or regulation in any Company workplace.

Any act of wrongdoing or suspected wrongdoing should be reported in the following manner:

Employees are strongly encouraged to discuss any concerns first with their supervisors, managers or other appropriate Company management and the Company’s Chief Compliance Officer, or in the absence of a Chief Compliance Officer, the General Counsel. Supervisors and managers are required to notify their supervisors if they receive a report of wrongdoing or suspected wrongdoing.

Employees and others may also anonymously report suspected wrongdoing to the Chief Compliance Officer, or in the absence of a Chief Compliance Officer, the General Counsel, via secure web form at <https://secure.ethicspoint.com/domain/media/en/gui/22840/index.html>, via phone by calling the Company’s Confidential and Anonymous Hotline at 1-888-2881834, or via mail at the following address:

Attn: Chief Compliance Officer  
11950 Democracy Drive  
Suite 600  
Reston, Virginia 20190

If you make an anonymous report, please provide as much detail as possible, including copies of any documents that you believe may be relevant to the issue. In the event your concerns relate

to financial matters such as accounting, internal controls or auditing matters, or if the Chief Compliance Officer, or in the absence of a Chief Compliance Officer the General Counsel, is implicated in any violation or suspected violation, you may contact the Chair of the Audit Committee (the “Audit Chair”) of the Company’s Board of Directors at [auditchair@comscore.com](mailto:auditchair@comscore.com), or by sending a letter to comScore, Inc., Attn: Audit Chair, 11950 Democracy Drive, Suite 600, Reston, Virginia 20190. Each of the Chief Compliance Officer and Audit Chair will handle any such reports anonymously and in confidence to the extent permitted by applicable law. Nothing in this Policy precludes employees from making use of the reporting mechanisms created by the whistleblower provisions under the Dodd-Frank Act.

## **NO RETALIATION REGARDING REPORTS OF WRONGDOING**

The Company will not take adverse employment action against an employee in retaliation for:

1. making reports of actual or suspected financial wrongdoing or non-financial wrongdoing made in good faith;
2. providing information or causing information to be provided, directly or indirectly, in an investigation conducted by the Company or any federal, state or local regulatory agency or authority;
3. making reports concerning the violation of any applicable law, rules or regulations, including those governing safety, health, discrimination and harassment; or
4. participating in an investigation, hearing, court proceeding or other administrative inquiry in connection with a report of wrongdoing.

This Policy is intended to encourage the reporting of wrongdoing or suspected wrongdoing by the Company’s employees and presumes that employees will act in good faith and will not make false accusations. An employee who knowingly or recklessly makes statements or disclosures that are not in good faith will be subject to discipline, which may include termination of employment.

- Any claims of adverse employment action in retaliation for the reporting of financial wrongdoing or non-financial wrongdoing under this Policy, including those described in items 1 through 4 above, should be submitted to the General Counsel or the Audit Chair for investigation by one of the methods described above.
- Any employee who retaliates against an employee who has reported a claim of wrongdoing in good faith is subject to discipline, up to and including termination of employment.
- It is both illegal and against the Company’s policy to discharge, demote, suspend, threaten, intimidate, harass or in any manner retaliate against whistleblowers.
- Any employee who retaliates against an employee who has reported a claim of wrongdoing is subject to criminal penalties, including imprisonment, for retaliation against whistleblowers.

## PROTECTED RIGHTS

Nothing contained in this Policy limits the ability of employees of the Company to file a charge or complaint with the Equal Employment Opportunity Commission, the National Labor Relations Board, the Occupational Safety and Health Administration, the Securities and Exchange Commission or any other federal, state or local governmental agency or entity (each, a “**Government Agency**”) and any such employee will be protected under this Policy as if the charge or complaint had been reported to the Chief Compliance Officer and/or Audit Chair. This Policy does not limit the ability of the Company’s employees to communicate with any Government Agency or otherwise participate in any investigation or proceeding that may be conducted by any Government Agency, including providing documents or other information, without notice to the Company. This Policy does not limit the right of any of the Company’s employees to receive an award for information provided to any Government Agency.

An individual will not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that is made in confidence to a federal, state, or local government official or to an attorney solely for the purpose of reporting or investigating a suspected violation of law. An individual will not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that 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 the attorney of the individual and use the trade secret information in the court proceeding, if the individual files any document containing the trade secret under seal; and does not disclose the trade secret, except pursuant to court order.

comScore also hereby notifies its employees of the U.S. government policy toward employee whistleblower rights and protections. No employee may waive the rights and remedies provided for under this Policy.

**U.S. Government Policy:** The U.S. government has implemented statutory whistleblower programs, which apply to civilian agencies, other than the National Aeronautics and Space Administration and the U.S. Coast Guard. Under these laws, as implemented in FAR Subpart 3.9, U.S. government contractors, contractor employees, and their agents shall not:

- (1) Discharge, demote, or otherwise discriminate against an employee in retaliation for the employee’s disclosure to an authorized entity information that the employee reasonably believes is evidence of:
  - (i) a gross mismanagement of a federal contract;
  - (ii) a gross waste of federal funds;
  - (iii) an abuse of authority as it relates to a federal contract;
  - (iv) a substantial and specific danger to public health or safety; or
  - (v) a violation of law, rule, or regulation relating to a federal contract; and
- (2) Retaliate against any employee for a disclosure referenced above, even if the retaliation is at the request of an executive branch official (unless the request from the

executive branch official is in the form of a non-discretionary directive and within the authority of the executive branch official making the request).

comScore employees may make any such disclosures to: (1) a Member of Congress or a Congressional committee representative; (2) an Inspector General; (3) the Government Accountability Office; (4) a federal employee responsible for contract oversight/ management at the contracting agency; (5) an authorized official of a law enforcement agency or the Department of Justice; (6) a court or grand jury; or (7) a comScore management official, or other comScore employee who has the responsibility to investigate, discovery, or address misconduct.

Any employee who believes that he or she has been retaliated against contrary to this U.S. government policy may submit a complaint with the Inspector General of the contracting agency for the relevant federal contract, within three years of the date the alleged reprisal or retaliation took place. Procedures for submitting complaints are typically accessible on each agency's Office of Inspector General Hotline or Whistleblower Internet sites. Barring a finding of bad faith on the part of the employee, if the agency head denies the employee's complaint, has not issued an order within 210 days of the complaint submission or within 30 days following the expiration of an extension of time for the submission of the Inspector General's report to the agency head, the employee may bring an action at law or equity against the contractor or subcontractor seeking compensatory damages in the appropriate district court of the United States.

Employees, agents, subcontractors or others who violate this U.S. government policy may be subject to discipline by the U.S. government, including but not limited to:

- (1) Ordering the contractor to take affirmative action to abate the retaliation;
- (2) Ordering the contractor or subcontractor to reinstate the employee in the position he/she held prior to the reprisal with the terms and conditions of employment, including benefits, that would apply if the retaliation had not occurred, **and** compensatory damages, including back pay;
- (3) Ordering the contractor or subcontractor to pay the employee an amount equal to the aggregate amount of all costs and expenses (including attorney's fees and expert witness fees) reasonably incurred by employee in bringing his/her complaint to an Inspector General).

## **DEFINITIONS**

The following descriptions of terms used in this Policy are intended to assist your understanding of this Policy.

1. *Good Faith.* Good faith exists when the report is made without ill intent or consideration of personal benefit and the employee has a reasonable basis to believe that the report is true; provided, however, a report does not have to be proven to be true to be made in good faith. Good faith is lacking when the report is made maliciously or known to be false.
2. *Financial Wrongdoing.* Examples of financial wrongdoing include, but are not limited to, fraud, including fraud relating to accounting, internal control or auditing matters, any violation of securities laws, violation of any rule or regulation of the

Securities and Exchange Commission and any violation of federal law relating to fraud against stockholders.

3. *Non-Financial Wrongdoing.* Examples of non-financial wrongdoing include, but are not limited to, violations of the Company's Code of Business Conduct and Ethics or other Company policies, sexual and racial harassment, false statements made to other Employees, clients or any other external party, violations of state and federal employee safety and health laws and any other illegal activities.
4. *Adverse Employment Action.* Examples of adverse employment action include, but are not limited to, demotion, suspension, termination, transfer to a lesser position, denial of promotions, denial of benefits, or denial of compensation as a result of the employee's report of wrongdoing, or any act against an employee in the terms and conditions of employment because of any other lawful act undertaken by the employee pursuant to this Policy, Section 806 of the Sarbanes Oxley Act of 2002 or the Dodd Frank Wall Street Reform and Consumer Protection Act.

**Last revised May 30, 2018**