

FOR IMMEDIATE RELEASE

Comscore Reports Fourth Quarter 2021 Results

Revenue of \$96.5 Million, Up 7% from Q4 2020 Net Income of \$2.9 Million versus Net Loss of \$13.2 Million in Q4 2020 Adjusted EBITDA of \$12.4 Million, up 32% from Q4 2020

RESTON, Va., February 28, 2022 - Comscore, Inc. (Nasdaq: SCOR), a trusted partner for planning, transacting and evaluating media across platforms, today reported financial results for the fourth quarter and full year ended December 31, 2021.

Q4 2021 Financial Highlights

- Revenue for the fourth quarter was \$96.5 million compared to \$90.0 million in Q4 2020
- Net income of \$2.9 million compared to a net loss of \$13.2 million in Q4 2020
- Adjusted EBITDA of \$12.4 million compared to \$9.4 million in Q4 2020

FY 2021 Financial Highlights

- Revenue for 2021 was \$367.0 million compared to \$356.0 million in 2020
- Net loss of \$50.0 million compared to \$47.9 million in 2020
- Adjusted EBITDA of \$31.9 million compared to \$32.3 million in 2020
- Cash, cash equivalents and restricted cash of \$22.3 million versus \$50.7 million as of December 31, 2020

2022 Financial Outlook

- Revenue expected to grow mid to high single digits over 2021
- Adjusted EBITDA margin expected to be consistent with 2021

Recent Developments

- Comscore Everywhere to launch a new standard for single-source cross-platform measurement, providing the industry with an unmatched measurement solution for content, advertising, planning and optimization across media and screens
- Announced partnership with DoubleVerify to develop an industry-first cross-platform ad verification and audience measurement solution
- Selected as one of Warner Media's alternative currency providers for national television and cross-platform measurement
- In Q4, renewed some of our largest key accounts, including major renewals with Nexstar and Sinclair
- New business with local TV stations, including new stations with NBCU, Entravision, Gray Television, Allen Media and Univision; and an expansion with Gray Television where Gray is now using Comscore's audience data as primary selling currency in 95 of 113 markets
- Signed over 30 independent agencies in 2021, with more than half coming in Q4 alone
- Key digital growth with Warner Music, TripleLift and a three-year deal with AMC Networks
- Comscore Predictive Audiences partnered with Xandr to bring cookie-free CTV audience targeting to the UK and EMEA
- In partnership with IHS Markit, released programmatic cookie-free audience targets for in-market auto shoppers that outperform competitors' cookie-based behavioral segments
- Acquired Shareablee, an industry-leading marketing analytics and measurement company in the social media space, tracking over 20 million brands, publishers and creators in over 70 countries; clients include Mondelez, GroupM, ESPN, NBCUniversal and Vox Media

"I am excited to report that in the fourth quarter our teams delivered Comscore's highest quarterly revenue number in the last nine quarters, as we saw broad adoption across key areas of our product offering. This includes our Activation business, where we delivered 43% revenue growth year over year," said Bill Livek, Comscore CEO and Executive Vice Chair. "The marketplaces we are operating in are evolving rapidly, and Comscore remains well positioned, with our robust suite of census-based assets, to capitalize on the needs of our clients. I am proud of our team's execution, and we are excited to unlock the opportunity that is ahead of us in 2022."

Fourth Quarter Summary Results

Revenue in the fourth quarter was \$96.5 million, up 7.3% from \$90.0 million in Q4 2020, with growth from increases in TV, custom solutions, and Activation offset by lower syndicated digital revenue. Expenses from cost of revenues, sales and marketing, research and development and general and administrative were \$92.9 million, up 9.2% compared to \$85.0 million in Q4 2020.

Net income for the quarter was \$2.9 million, compared to a net loss of \$13.2 million in Q4 2020. After accounting for dividends on convertible preferred stock, loss per share attributable to common shares was \$(0.01), compared to loss per share of \$(0.18) in Q4 2020. Adjusted EBITDA was \$12.4 million, compared to \$9.4 million in Q4 2020, resulting in adjusted EBITDA margins of 13% and 10%, respectively. Adjusted EBITDA and adjusted EBITDA margin exclude stock-based compensation, impairment charges, change in fair value of financing derivatives and warrants liability, debt extinguishment costs, amortization of cloud-computing implementation costs, and other items as presented in the accompanying tables.

Full-Year Summary Results

Revenue for 2021 was \$367.0 million, up 3.1% compared to \$356.0 million in 2020. Expenses from cost of revenues, sales and marketing, research and development and general and administrative were \$370.8 million, up 7.4% compared to \$345.4 million in 2020.

Net loss for the year was \$50.0 million, compared to net loss of \$47.9 million in 2020. Included in net loss for 2021 was a \$15.3 million non-cash charge related to the convertible preferred stock transaction closed in Q1 2021. Included in net loss for 2020 was a non-cash impairment charge of \$4.7 million related to property leases. After accounting for dividends on convertible preferred stock, loss per share attributable to common shares was \$(0.78), compared to loss per share of \$(0.67) in 2020. Adjusted EBITDA was \$31.9 million, compared to \$32.3 million in 2020, resulting in adjusted EBITDA margins of 9%.

Balance Sheet and Liquidity

As of December 31, 2021, cash, cash equivalents and restricted cash totaled \$22.3 million. Total debt principal as of December 31, 2021, including \$16.0 million in outstanding borrowings under our senior secured revolving credit agreement, was \$21.5 million. In 2021, the company used cash from its balance sheet to extinguish a foreign secured term note and pay transaction costs and dividends associated with its convertible preferred stock.

2022 Outlook

Based on current trends and expectations, the company believes 2022 revenue will increase mid to high single digits over 2021, driven by growth in TV and Activation and continued improvement in the movies business. We expect an adjusted EBITDA margin consistent with 2021 for 2022.

In the first quarter of 2022, management decided to evaluate future revenue results around solution groups that better represent the company's evolving business and customer needs. Beginning with Q1 2022, we plan to present revenue in two solution groups:

- Digital Ad Solutions; and
- Cross Platform Solutions, which includes the movies business.

If we had evaluated revenue based on the new solution groups in 2021, revenue from Digital Ad Solutions and Cross Platform Solutions would have been approximately 60% and 40% of total revenue, respectively. We expect 2022 revenue from Digital Ad Solutions to increase by low to mid-single digits over 2021 and Cross Platform Solutions to increase by high single digits to double digits over 2021. Additional information about the new solution groups is set forth in the accompanying tables.

Conference Call Information for Today, Monday, February 28 at 5:00 p.m. ET

Management will provide commentary on the company's results in a conference call on Monday, February 28, at 5:00 p.m. ET. To access this call, dial +1 844-229-7593 (U.S. and Canada) or +1 314-888-4258 (international) and reference Conference ID # 4695666. Participants are advised to dial in at least 10 minutes prior to the call to register. Additionally, a live webcast of the conference call will be available on the Investor Relations section of the company's website at ir.comscore.com/events-presentations.

Following the conference call, a replay will be available by dialing +1 855-859-2056 (U.S. and Canada) or +1 404-537-3406 (international) with Conference ID #4695666. The webcast replay and related materials will also be available at ir.comscore.com/events-presentations.

About Comscore

Comscore is a trusted partner for planning, transacting and evaluating media across platforms. With a data footprint that combines digital, linear TV, over-the-top and theatrical viewership intelligence with advanced audience insights, Comscore allows media buyers and sellers to quantify their multiscreen behavior and make business decisions with confidence. A proven leader in measuring digital and TV audiences and advertising at scale, Comscore is the industry's emerging, third-party source for reliable and comprehensive cross-platform measurement.

Cautionary Note Regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of federal and state securities laws, including, without limitation, our expectations, forecasts, plans and opinions regarding our strategic plans, commercial agreements, partnerships and product development plans, expected revenue growth and adjusted EBITDA margin for 2022. These statements involve risks and uncertainties that could cause actual events to differ materially from expectations, including, but not limited to, changes in our business, external market conditions, the impact of the Covid-19 pandemic and related government mandates, and our ability to achieve our expected strategic, financial and operational plans. For additional discussion of risk factors, please refer to our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and other filings that Comscore makes from time to time with the U.S. Securities and Exchange Commission (the "SEC"), which are available on the SEC's website (www.sec.gov).

Investors are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date such statements are made. Comscore does not intend or undertake, and expressly disclaims, any duty or obligation to publicly update any forward-looking statements to reflect events, circumstances or new information after the date of this press release, or to reflect the occurrence of unanticipated events.

Use of Non-GAAP Financial Measures

To provide investors with additional information regarding our financial results, we are disclosing in this press release adjusted EBITDA, adjusted EBITDA margin and non-GAAP net income (loss), which are non-GAAP financial measures used by our management to understand and evaluate our core operating performance and trends. We believe that these non-GAAP financial measures provide useful information to investors and others in understanding and evaluating our operating results, as they permit our investors to view our core business performance using the same metrics that management uses to evaluate our performance. Nevertheless, our use of these non-GAAP financial measures has limitations as an analytical tool, and investors should not consider these measures in isolation or as a substitute for analysis of our results as reported under GAAP. Instead, you should consider these measures alongside GAAP-based financial performance measures, net income (loss), various cash flow metrics, and our other GAAP financial results. Set forth below are reconciliations of these non-GAAP financial measures to their most directly comparable GAAP financial measure, net income (loss). These reconciliations should be carefully evaluated.

Press Investors

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COMSCORE, INC. CONSOLIDATED BALANCE SHEETS

(In thousands, except share and per share data)

| | | As of Dec | ember 31, | | |
|---|----|-------------|-----------|-------------|--|
| | | 2021 | | 2020 | |
| Assets | | | | | |
| Current assets: | • | | | | |
| Cash and cash equivalents | \$ | 21,854 | \$ | 31,126 | |
| Restricted cash | | 425 | | 19,615 | |
| Accounts receivable, net of allowances of \$1,173 and \$2,757, respectively | | 72,059 | | 69,379 | |
| Prepaid expenses and other current assets | | 14,769 | | 16,910 | |
| Total current assets | | 109,107 | | 137,030 | |
| Property and equipment, net | | 36,451 | | 30,973 | |
| Operating right-of-use assets | | 29,186 | | 28,959 | |
| Deferred tax assets | | 2,811 | | 2,741 | |
| Intangible assets, net | | 39,945 | | 52,340 | |
| Goodwill | | 435,711 | | 418,327 | |
| Other non-current assets | | 10,263 | | 7,600 | |
| Total assets | \$ | 663,474 | \$ | 677,970 | |
| Liabilities, Convertible Redeemable Preferred Stock and Stockholders' Equity | | | | | |
| Current liabilities: | | | | | |
| Accounts payable | \$ | 23,575 | \$ | 36,640 | |
| Accrued expenses | | 45,264 | | 48,380 | |
| Contract liabilities | | 54,011 | | 58,529 | |
| Customer advances | | 11,613 | | 12,477 | |
| Warrants liability | | 10,520 | | 2,831 | |
| Current operating lease liabilities | | 7,538 | | 7,024 | |
| Secured term note | | _ | | 12,644 | |
| Other current liabilities | | 12,850 | | 5,750 | |
| Total current liabilities | | 165,371 | | 184,275 | |
| Non-current operating lease liabilities | | 36,055 | | 36,127 | |
| Non-current portion of accrued data costs | | 16,005 | | _ | |
| Revolving line of credit | | 16,000 | | _ | |
| Deferred tax liabilities | | 2,103 | | 627 | |
| Senior secured convertible notes | | _ | | 192,895 | |
| Financing derivatives | | _ | | 11,300 | |
| Other non-current liabilities | | 16,879 | | 23,756 | |
| Total liabilities | | 252,413 | | 448,980 | |
| Commitments and contingencies | | | | | |
| Convertible redeemable preferred stock, \$0.001 par value; \$2,527,609 and zero shares authorized, issued and outstanding as of December 31, 2021 and 2020, respectively; aggregate liquidation preference of \$211,863 as of December 31, 2021 | | 187,885 | | _ | |
| Stockholders' equity: | | | | | |
| Preferred stock, \$0.001 par value; 7,472,391 and 5,000,000 shares authorized as of December 31, 2021 and 2020, respectively; no shares issued or outstanding as of December 31, 2021 or 2020 | | _ | | _ | |
| Common stock, \$0.001 par value; 275,000,000 and 150,000,000 shares authorized as of December 31, 2021 and 2020, respectively; 97,172,086 shares issued and 90,407,290 shares outstanding as of December 31, 2021, and 79,703,342 shares issued and 72,938,546 shares outstanding as of December 31, 2020 | | 90 | | 73 | |
| Additional paid-in capital | | 1,683,883 | | 1,621,986 | |
| Accumulated other comprehensive loss | | (12,098) | | (7,030) | |
| Accumulated deficit | | (1,218,715) | | (1,156,055) | |
| Treasury stock, at cost, 6,764,796 shares as of December 31, 2021 and 2020 | | (229,984) | | (229,984) | |
| Total stockholders' equity | | 223,176 | | 228,990 | |
| Total liabilities, convertible redeemable preferred stock and stockholders' equity | \$ | 663,474 | \$ | 677,970 | |

COMSCORE, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

(In thousands, except share and per share data)

Years Ended December 31, 2021 2019 2020 367,013 \$ \$ 356,036 \$ 388,645 Revenues Cost of revenues (1)(2) 203,044 180,712 199,622 Selling and marketing (1)(2) 66,937 70,220 89,145 Research and development (1)(2) 39,123 38,706 61,802 General and administrative (1)(2) 61,736 55,783 66,419 25,038 Amortization of intangible assets 27,219 30,076 Impairment of right-of-use and long-lived assets 4,671 Impairment of goodwill 224,272 Impairment of intangible asset 17,308 Investigation and audit related 4,305 Restructuring (2) 3,263 2,900 Settlement of litigation, net 699,112 Total expenses from operations 395,878 377,311 (28,865)(21,275)(310,467)Loss from operations Loss on extinguishment of debt (9,629)(35,805)(31,526)Interest expense, net (7,801)14,554 1,654 Other (expense) income, net (5,778)Gain (loss) from foreign currency transactions 2,895 (4,490)336 (49,178)(340,003)Loss before income taxes (47,016)1,007 Income tax (provision) benefit (859)(902)(50,037) \$ (47,918) \$ (338,996)Net loss Net loss available to common stockholders Net loss (50,037)(47,918)(338,996)Convertible redeemable preferred stock dividends (12,623)(338,996)\$ (47,918) \$ Total net loss available to common stockholders (62,660) \$ Net loss available to common stockholders \$ (0.78) \$ (0.67) \$ Basic and diluted (5.33)Weighted-average number of shares used in per share calculation - Common Stock: 80,802,053 71,181,496 63,590,882 Basic and diluted Comprehensive loss: \$ (50,037) \$ (47,918) \$ (338,996)Net loss Other comprehensive (loss) income: Foreign currency cumulative translation adjustment (5,068)5,303 (1,712)(55,105) \$ (42,615) \$ (340,708)Total comprehensive loss

⁽²⁾ Stock-based compensation expense is included in the line items above as follows:

| | Years Ended December 31, | | | | | |
|--|--------------------------|--------|----|----------|----|--------|
| | | 2021 | | 2020 | | 2019 |
| Cost of revenues | \$ | 1,603 | \$ | 1,288 | \$ | 1,852 |
| Selling and marketing | | 1,791 | | 2,226 | | 3,615 |
| Research and development | | 1,079 | | 886 | | 1,981 |
| General and administrative | | 9,375 | | 5,673 | | 9,247 |
| Restructuring | | _ | | <u> </u> | | (137) |
| Total stock-based compensation expense | \$ | 13,848 | \$ | 10,073 | \$ | 16,558 |

⁽¹⁾ Excludes amortization of intangible assets, which is presented separately in the Consolidated Statements of Operations and Comprehensive Loss.

COMSCORE, INC. CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

| (in thousands) | Ves | ars Ended December 31, | ber 31, | | |
|---|-------------|------------------------|----------|--|--|
| | 2021 | 2020 | 2019 | | |
| Operating activities: | | | | | |
| Net loss | \$ (50,037) | \$ (47,918) \$ | (338,996 | | |
| Adjustments to reconcile net loss to net cash provided by (used in) operating activities: | | | | | |
| Amortization of intangible assets | 25,038 | 27,219 | 30,076 | | |
| Depreciation | 15,793 | 14,064 | 12,778 | | |
| Stock-based compensation expense | 13,848 | 10,073 | 16,558 | | |
| Loss on extinguishment of debt | 9,629 | _ | _ | | |
| Change in fair value of warrant liability | 7,689 | (4,894) | 2,411 | | |
| Non-cash operating lease expense | 5,345 | 5,555 | 5,369 | | |
| Non-cash interest expense on senior secured convertible notes | 4,692 | 9,180 | 17,374 | | |
| Amortization expense of finance leases | 2,188 | 1,652 | 2,413 | | |
| Accretion of debt discount | 1,620 | 7,571 | 6,242 | | |
| Amortization of deferred financing costs | 378 | 1,560 | 1,078 | | |
| Bad debt (benefit) expense | (80) | 1,693 | 727 | | |
| Deferred tax (benefit) provision | (1,719) | 10 | (3,727 | | |
| Change in fair value of financing derivatives | (1,800) | (10,287) | (5,100 | | |
| Impairment of right-of-use and long-lived assets | | 4,671 | _ | | |
| Impairment of goodwill | _ | _ | 224,272 | | |
| Impairment of intangible asset | _ | _ | 17,308 | | |
| Change in fair value of investment in equity securities | _ | _ | 2,324 | | |
| Other | 1,082 | 908 | (2 | | |
| Changes in operating assets and liabilities, net of effect of acquisition: | -, | , , , | (- | | |
| Accounts receivable | (2,081) | 2,024 | 2,738 | | |
| Prepaid expenses and other assets | (1,145) | (6,283) | 2,198 | | |
| Accounts payable, accrued expenses, and other liabilities | (4,210) | (17,095) | 10,438 | | |
| Contract liability and customer advances | (10,777) | 7,341 | (3,47) | | |
| Current operating lease liability | (5,597) | (6,327) | (7,638 | | |
| Net cash provided by (used in) operating activities | 9,856 | 717 | (4,636 | | |
| Net cash provided by (used in) operating activities | 7,030 | 717 | (4,030 | | |
| Investing activities: | | | | | |
| Capitalized internal-use software costs | (14,747) | (15,078) | (11,500 | | |
| Purchases of property and equipment | (803) | (477) | (2,736 | | |
| Cash and restricted cash acquired from acquisition | 902 | _ | _ | | |
| Proceeds from sale of investment in equity securities | _ | _ | 3,776 | | |
| Net cash used in investing activities | (14,648) | (15,555) | (10,460 | | |
| Financing activities: | | | | | |
| Principal payment and extinguishment costs on senior secured convertible notes | (204,014) | _ | _ | | |
| Principal payment and extinguishment costs on secured term note | (14,031) | _ | _ | | |
| Payments for dividends on convertible redeemable preferred stock | (4,760) | _ | _ | | |
| Principal payments on finance leases | (2,138) | (1,754) | (2,535 | | |
| Payments for taxes related to net share settlement of equity awards | (522) | (117) | (1,267 | | |
| Principal payments on capital lease and software license arrangements | (329) | (367) | (2,070 | | |
| Proceeds from the exercise of stock options | _ | 142 | 1,191 | | |
| Proceeds from private placement, net of issuance costs paid | _ | _ | 19,752 | | |
| Proceeds from secured term note | <u>_</u> | <u>_</u> | 13,000 | | |
| Proceeds from sale-leaseback financing transaction | _ | _ | 4,252 | | |
| Proceeds from borrowings on revolving line of credit | 16,000 | _ | 7,232 | | |
| Proceeds from issuance of convertible redeemable preferred stock, net of issuance costs | 187,885 | _ | _ | | |
| • | (543) | | (350 | | |
| Other | | (2,096) | 31,973 | | |
| Net cash (used in) provided by financing activities | (22,452) | , , , , , | | | |
| Effect of exchange rate changes on cash, cash equivalents and restricted cash | (1,218) | 902 | (302 | | |
| Net (decrease) increase in cash, cash equivalents and restricted cash | (28,462) | (16,032) | 16,575 | | |
| Cash, cash equivalents and restricted cash at beginning of period | 50,741 | 66,773 | 50,198 | | |
| Cash, cash equivalents and restricted cash at end of period | \$ 22,279 | \$ 50,741 \$ | 66,773 | | |

| | As of December 31, | | | | | |
|--|--------------------|--------|------|--------|----|--------|
| | | 2021 | 2020 | | | 2019 |
| Cash and cash equivalents | \$ | 21,854 | \$ | 31,126 | \$ | 46,590 |
| Restricted cash | | 425 | | 19,615 | | 20,183 |
| Total cash, cash equivalents and restricted cash | \$ | 22,279 | \$ | 50,741 | \$ | 66,773 |

Reconciliation of Non-GAAP Financial Measures

The following table presents a reconciliation of GAAP net loss to non-GAAP adjusted EBITDA and adjusted EBITDA margin for each of the periods identified:

| | | Years Ended December 31, | | | | |
|--|-----|--------------------------|-------------|--------------|--|--|
| | | 2021 | 2020 | 2019 | | |
| (In thousands) | (Un | audited) | (Unaudited) | (Unaudited) | | |
| GAAP net loss | \$ | (50,037) \$ | (47,918) | \$ (338,996) | | |
| | | | | | | |
| Amortization of intangible assets | | 25,038 | 27,219 | 30,076 | | |
| Depreciation | | 15,793 | 14,064 | 12,778 | | |
| Income tax provision (benefit) | | 859 | 902 | (1,007) | | |
| Interest expense, net | | 7,801 | 35,805 | 31,526 | | |
| Amortization expense of finance leases | | 2,188 | 1,652 | 2,413 | | |
| EBITDA | | 1,642 | 31,724 | (263,210) | | |
| Adjustments: | | | | | | |
| Stock-based compensation expense | | 13,848 | 10,073 | 16,695 | | |
| Loss on extinguishment of debt | | 9,629 | _ | _ | | |
| Amortization of cloud-computing implementation costs | | 712 | _ | _ | | |
| Impairment of right-of-use and long-lived assets | | _ | 4,671 | _ | | |
| Impairment of goodwill | | _ | _ | 224,272 | | |
| Impairment of intangible asset | | _ | _ | 17,308 | | |
| Investigation and audit related | | _ | _ | 4,305 | | |
| Restructuring | | _ | _ | 3,263 | | |
| Settlement of certain litigation, net | | _ | _ | 2,900 | | |
| Other expense (income), net (1) | | 6,039 | (14,164) | 682 | | |
| Non-GAAP adjusted EBITDA | \$ | 31,870 \$ | 32,304 | \$ 6,215 | | |
| Non-GAAP adjusted EBITDA margin (2) | | 8.7 % | 9.1 % | 1.6 % | | |

⁽¹⁾ Adjustments to other expense (income), net reflect non-cash changes in the fair value of warrants liability, financing derivatives, interest make-whole derivative and equity securities investment included in other (expense) income, net on our Consolidated Statements of Operations and Comprehensive Loss. Additionally, we recorded transaction costs related to the issuance of the warrants, which costs were allocated to the warrants liability and recorded in general and administrative expenses in the Consolidated Statements of Operations and Comprehensive Loss. The remaining transaction costs were recorded in additional paid-in capital in the Consolidated Balance Sheets.

Sheets.

(2) Adjusted EBITDA margin is calculated by dividing adjusted EBITDA by revenue reported on our Consolidated Statements of Operations and Comprehensive Loss for the applicable period.

The following table presents a reconciliation of GAAP net loss to non-GAAP net income (loss) for each of the periods identified:

| | | Years Ended December 31, | | | | |
|--|----|--------------------------|--------|-------------|-------------|--|
| | _ | 2021 | 2020 |) | 2019 | |
| (In thousands) | _ | (Unaudited) | (Unaud | ited) | (Unaudited) | |
| GAAP net loss | \$ | (50,037) | \$ | (47,918) \$ | (338,996) | |
| | | | | | | |
| Adjustments: | | | | | | |
| Amortization of intangible assets | | 25,038 | | 27,219 | 30,076 | |
| Stock-based compensation expense | | 13,848 | | 10,073 | 16,695 | |
| Loss on extinguishment of debt | | 9,629 | | _ | _ | |
| Impairment of right-of-use and long-lived assets | | _ | | 4,671 | _ | |
| Impairment of goodwill | | _ | | _ | 224,272 | |
| Impairment of intangible asset | | _ | | _ | 17,308 | |
| Investigation and audit related | | _ | | _ | 4,305 | |
| Restructuring | | _ | | _ | 3,263 | |
| Settlement of certain litigation, net | | _ | | _ | 2,900 | |
| Other expense (income), net (1) | | 6,039 | | (14,164) | 682 | |
| Non-GAAP net income (loss) | \$ | 4,517 | \$ | (20,119) \$ | (39,495) | |

⁽¹⁾ Adjustments to other expense (income), net reflect non-cash changes in the fair value of warrants liability, financing derivatives, interest make-whole derivative and equity securities investment included in other income (expense), net on our Consolidated Statements of Operations and Comprehensive Loss. Additionally, we recorded transaction costs related to the issuance of warrants, which costs were allocated to the warrants liability and recorded in general and administrative expenses in the Consolidated Statements of Operations and Comprehensive Loss. The remaining transaction costs were recorded in additional paid-in capital in the Consolidated Balance Sheets

We do not provide GAAP net income (loss) on a forward-looking basis because we are unable to predict with reasonable certainty our future stock-based compensation expense, litigation and restructuring expense, fair value adjustments for financing derivatives and warrants, interest expense, and any unusual gains or losses without unreasonable effort. These items are uncertain, depend on various factors, and could be material to results computed in accordance with GAAP. For this reason, we are unable without unreasonable effort to provide a reconciliation of adjusted EBITDA, adjusted EBITDA margin or non-GAAP net loss to the most directly comparable GAAP measure, GAAP net income (loss), on a forward-looking basis.

COMSCORE, INC. CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

(Unaudited)

(In thousands, except share and per share data)

| | <u>T</u> | Three Months Ended December | | |
|---|----------|-----------------------------|----|------------|
| | | 2021 | | 2020 |
| Revenues | \$ | 96,537 | \$ | 89,990 |
| (1) (2) | | | | |
| Cost of revenues (1)(2) | | 49,777 | | 43,499 |
| Selling and marketing (1)(2) | | 17,368 | | 17,869 |
| Research and development (1)(2) | | 9,587 | | 9,304 |
| General and administrative (1) (2) | | 16,127 | | 14,363 |
| Amortization of intangible assets | | 6,172 | | 6,705 |
| Total expenses from operations | | 99,031 | | 91,740 |
| Loss from operations | | (2,494) | | (1,750) |
| Other income, net | | 3,291 | | 1,692 |
| Gain (loss) from foreign currency transactions | | 1,011 | | (2,338) |
| Interest expense, net | | (232) | | (9,076) |
| Income (loss) before income taxes | | 1,576 | | (11,472) |
| Income tax benefit (provision) | | 1,307 | | (1,740) |
| Net income (loss) | \$ | 2,883 | \$ | (13,212) |
| Net loss available to common stockholders | | | | |
| Net income (loss) | | 2,883 | | (13,212) |
| Convertible redeemable preferred stock dividends | | (3,910) | | _ |
| Total net loss available to common stockholders | \$ | (1,027) | \$ | (13,212) |
| Net loss per common share: | | | | |
| Basic and diluted | \$ | (0.01) | \$ | (0.18) |
| Weighted-average number of shares used in per share calculation - Common Stock: | | | | |
| Basic and diluted | | 83,495,247 | | 72,814,261 |
| Comprehensive income (loss): | | | | |
| Net income (loss) | \$ | 2,883 | \$ | (13,212) |
| Other comprehensive (loss) income: | | | | |
| Foreign currency cumulative translation adjustment | | (1,731) | | 3,862 |
| Total comprehensive income (loss) | \$ | 1,152 | \$ | (9,350) |

⁽¹⁾ Excludes amortization of intangible assets, which is presented separately in the Consolidated Statements of Operations and Comprehensive Income (Loss).

⁽²⁾ Stock-based compensation expense is included in the line items above as follows:

| | Thre | Three Months Ended December 31 | | | |
|--|------|--------------------------------|----|-------|--|
| | | 2021 | | 2020 | |
| Cost of revenues | \$ | 49 | \$ | 89 | |
| Selling and marketing | | 112 | | 272 | |
| Research and development | | (83) | | 69 | |
| General and administrative | | 2,614 | | 2,115 | |
| Total stock-based compensation expense | \$ | 2,692 | \$ | 2,545 | |

Reconciliation of Non-GAAP Financial Measures

The following table presents a reconciliation of GAAP net income (loss) to non-GAAP adjusted EBITDA and adjusted EBITDA margin for each of the periods identified:

| | Three Months En | ded December 31, |
|--|-----------------|------------------|
| | 2021 | 2020 |
| (In thousands) | (Unaudited) | (Unaudited) |
| GAAP net income (loss) | \$ 2,883 | \$ (13,212) |
| | (170 | 6.505 |
| Amortization of intangible assets | 6,172 | 6,705 |
| Depreciation | 3,920 | 3,747 |
| Income tax (benefit) provision | (1,307) | 1,740 |
| Finance lease amortization expense | 703 | 443 |
| Interest expense, net | 232 | 9,076 |
| EBITDA | 12,603 | 8,499 |
| Adjustments: | | |
| Stock-based compensation expense | 2,692 | 2,545 |
| Amortization of cloud-computing implementation costs | 370 | _ |
| Other income, net (1) | (3,249) | (1,658) |
| Non-GAAP adjusted EBITDA | \$ 12,416 | \$ 9,386 |
| Non-GAAP adjusted EBITDA margin (2) | 12.9 % | 10.4 % |

⁽¹⁾ Adjustments to other income, net reflect non-cash changes in the fair value of warrants liability, financing derivatives and interest make-whole derivative included in other income, net on our Consolidated Statements of Operations and Comprehensive Income (Loss).

The following table presents a reconciliation of GAAP net income (loss) to non-GAAP net income (loss) for each of the periods identified:

| | Three Months E | nded December 31, |
|-----------------------------------|----------------|-------------------|
| | 2021 | 2020 |
| (In thousands) | (Unaudited) | (Unaudited) |
| GAAP net income (loss) | \$ 2,883 | \$ (13,212) |
| | | |
| Adjustments: | | |
| Amortization of intangible assets | 6,172 | 6,705 |
| Stock-based compensation expense | 2,692 | 2,545 |
| Other income, net (1) | (3,249 | (1,658) |
| Non-GAAP net income (loss) | \$ 8,498 | \$ (5,620) |

⁽¹⁾ Adjustments to other income, net reflect non-cash changes in the fair value of warrants liability, financing derivatives and interest make-whole derivative included in other income, net on our Consolidated Statements of Operations and Comprehensive Income (Loss).

| | Three Months Ended | | | | | | |
|-----------------------------------|--------------------|--------------------------|----|------------------------------|-----------------------------------|----|---------------------------------|
| (In thousands) | | ch 31, 2021 naudited) | | June 30, 2021 (Unaudited) | September 30, 2021 (Unaudited) | De | ecember 31, 2021 (Unaudited) |
| GAAP net (loss) income | \$ | (36,355) | \$ | (18,545) | \$ 1,980 | \$ | 2,883 |
| | | | | | | | |
| Adjustments: | | | | | | | |
| Loss on extinguishment of debt | | 9,629 | | _ | _ | | _ |
| Amortization of intangible assets | | 6,439 | | 6,255 | 6,172 | | 6,172 |
| Stock-based compensation expense | | 4,937 | | 3,185 | 3,034 | | 2,692 |
| Other expense (income), net (1) | | 8,351 | | 6,519 | (5,582) | | (3,249) |
| Non-GAAP net (loss) income | \$ | (6,999) | \$ | (2,586) | \$ 5,604 | \$ | 8,498 |

⁽¹⁾ Adjustments to other expense (income), net, reflect non-cash changes in the fair value of warrants liability, financing derivatives and interest make-whole derivative included in other (expense) income, net on our Consolidated Statements of Operations and Comprehensive Income (Loss).

⁽²⁾ Adjusted EBITDA margin is calculated by dividing adjusted EBITDA by revenue reported on our Consolidated Statements of Operations and Comprehensive Income (Loss) for the applicable period.

| | Three Months Ended | | | | | | |
|--|--------------------|----------------------------|----|------------------------------|-----------------------------------|----------------------------------|--|
| (In thousands) | | rch 31, 2020 Jnaudited) | | June 30, 2020 (Unaudited) | September 30, 2020 (Unaudited) | December 31, 2020 (Unaudited) | |
| GAAP net loss | \$ | (13,184) | \$ | (10,401) | \$ (11,121) | \$ (13,212) | |
| | | | | | | | |
| Adjustments: | | | | | | | |
| Amortization of intangible assets | | 6,918 | | 6,846 | 6,750 | 6,705 | |
| Impairment of right-of-use and long-lived assets | | 4,671 | | _ | _ | _ | |
| Stock-based compensation expense | | 2,658 | | 2,346 | 2,524 | 2,545 | |
| Other income, net (1) | | (6,892) | | (1,542) | (4,072) | (1,658) | |
| Non-GAAP net loss | \$ | (5,829) | \$ | (2,751) | \$ (5,919) | \$ (5,620) | |
| | | | | | | | |

⁽¹⁾ Adjustments to other income, net reflect non-cash changes in the fair value of warrants liability, financing derivatives and interest make-whole derivative included in other (expense) income, net on our Consolidated Statements of Operations and Comprehensive Loss.

Revenues

Revenues from our three offerings of products and services are as follows:

| | | Year Ended I | | | | |
|--------------------------------|---------------|--------------|---------------|--------------|-------------|------------|
| (In thousands) | 2021 | % of Revenue | 2020 | % of Revenue | \$ Variance | % Variance |
| Ratings and Planning | \$ 255,073 | 69.5 % | \$ 253,652 | 71.2 % | \$ 1,421 | 0.6 % |
| Analytics and Optimization | 81,306 | 22.2 % | 69,080 | 19.4 % | 12,226 | 17.7 % |
| Movies Reporting and Analytics | 30,634 | 8.3 % | 33,304 | 9.4 % | (2,670) | (8.0)% |
| Total revenues | \$ 367,013 | 100.0 % | \$ 356,036 | 100.0 % | \$ 10,977 | 3.1 % |

| | | | Three Months End | | | | | | |
|--------------------------------|----|-------------------|------------------|-----------------|--------|--------------|-------------|-------|------------|
| (In thousands) | (U | 2021 naudited) | % of Revenue | % of Revenue (U | | % of Revenue | \$ Variance | | % Variance |
| Ratings and Planning | \$ | 64,722 | 67.0 % | \$ | 63,634 | 70.7 % | \$ 1 | ,088 | 1.7 % |
| Analytics and Optimization | | 23,356 | 24.2 % | | 19,253 | 21.4 % | 4 | ,103 | 21.3 % |
| Movies Reporting and Analytics | | 8,459 | 8.8 % | | 7,103 | 7.9 % | 1 | ,356 | 19.1 % |
| Total revenues | \$ | 96,537 | 100.0 % | \$ | 89,990 | 100.0 % | \$ 6 | 5,547 | 7.3 % |

If we had evaluated revenue in 2021 based on our new solution groups, revenues from these offerings would have been as follows:

| | Three Months Ended (Unaudited) | | | | | | | | | ear Ended | |
|--------------------------|--------------------------------|-------------------|----|------------------|----|-----------------------|----|----------------------|----|---------------------|----------------------------|
| (In thousands) | M | March 31, 2021 | | June 30, 2021 | | September 30, 2021 | | December 31, 2021 | | ecember 31, 2021 | % of Total 2021 Revenue |
| Digital Ad Solutions | \$ | 53,045 | \$ | 52,497 | \$ | 57,038 | \$ | 59,398 | \$ | 221,978 | 60.5 % |
| Cross Platform Solutions | | 37,285 | | 35,162 | | 35,449 | | 37,139 | | 145,035 | 39.5 % |
| Total revenues | \$ | 90,330 | \$ | 87,659 | \$ | 92,487 | \$ | 96,537 | \$ | 367,013 | 100.0 % |