

COMSCORE, INC.

CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

Purpose

The purpose of the Nominating and Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of comScore, Inc. (the “**Company**”) is to carry out the responsibilities delegated by the Board relating to the Company’s director nominations process, developing and maintaining the Company’s corporate governance policies and any related matters required by exchange listing standards and applicable law.

Composition

Number. The Committee will consist of three or more directors.

Qualifications. Each Committee member will be independent in accordance with the rules of any exchange on which the Company’s securities are traded and applicable law. Desirable qualifications for Committee members include experience in corporate governance, business management and corporate or securities law.

Appointment. The Board will appoint the members and the Chair of the Committee based on recommendations made by the Committee. Committee members will serve at the pleasure of the Board and for such term or terms as the Board may determine.

Duties and Responsibilities

The members of the Committee will exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders. The Committee will provide counsel and advice to management and the Board by discharging the following authority and responsibilities:

- 1) The Committee will, on at least an annual basis and periodically as necessary, review and make recommendations to the Board regarding the skills, qualifications and experience required of directors and candidates to become directors. The Committee’s recommended qualifications should emphasize a candidate’s 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.
- 2) The Committee will identify, screen and interview in person (or by appropriate video or teleconference technology) individuals qualified to become directors, consistent with criteria approved by the Board, and in consultation with independent corporate governance advisors to the extent appropriate. The Committee will consider any director candidates recommended by the Company’s stockholders pursuant to the procedures set forth in the Company’s Bylaws and described in the Company’s proxy statement from time to time. The Committee will

also evaluate incumbent directors who are expected to stand for reelection upon the expiration of each director's term, and final approval of any director candidate shall be determined by the full Board.

- 3) The Committee will make recommendations to the Board regarding selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders.
- 4) The Committee will periodically review and make recommendations to the Board regarding the size of the Board.
- 5) The Committee will, on at least an annual basis and periodically as necessary, review the Company's Corporate Governance Guidelines and recommend any changes to the Board.
- 6) The Committee will oversee the Company's corporate governance practices and procedures. The Committee should identify evolving practices that may be in the best interests of the Company and review and recommend to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework.
- 7) The Committee will oversee an annual evaluation of the Board and its committees and will review such evaluation with the full Board.
- 8) The Committee will review the Board's committee structure and composition and make annual recommendations to the Board regarding the appointment of directors to serve as members and chairs of each committee.
- 9) If a vacancy on the Board or any Board committee occurs, the Committee will identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy.
- 10) The Committee, in coordination with management, should oversee a Company orientation program for new directors and a continuing education program for current directors. The Committee may arrange for directors to attend outside educational programs pertaining to the directors' responsibilities.
- 11) The Committee will conduct an annual evaluation of each director's independence according to applicable exchange listing rules, applicable law and the Company's corporate governance guidelines, and will present its evaluations to the Board to enable the Board to make a determination on each director's independence.
- 12) The Committee will oversee an executive officer succession plan (the "**Succession Plan**"), which should include appropriate contingencies in case the Chair of the Board or the Chief Executive Officer retires, resigns or is incapacitated. The Committee should review and update the Succession Plan at least annually and work with the Chair of the Board and the Chief Executive Officer to develop and evaluate potential candidates for executive positions.

- 13) The Committee will review any director resignation letter tendered in accordance with the Company's corporate governance guidelines and evaluate and recommend to the Board whether such resignation should be accepted.
- 14) The Committee will report its activities to the Board at least annually in such manner and at such times as the Committee or the Board deem appropriate.
- 15) The Committee will perform any other duties or responsibilities required by law, the Certificate of Incorporation or Bylaws of the Company or that are delegated to the Committee by the Board from time to time.

Meetings

The Committee will meet as frequently as it may determine necessary to comply with its responsibilities as set forth herein. The Chair of the Committee will, in consultation with the other members of the Committee and the appropriate officers of the Company, be responsible for calling meetings of the Committee, establishing agenda therefor and supervising the conduct thereof. 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. Meetings and actions of the Committee will be governed by the same rules applicable to the Board, in accordance with the Company's Bylaws and Corporate Governance Guidelines.

Any background materials and the agenda will be distributed to the Committee members in advance of the meeting. These materials will be made available to any Board member. Following each meeting, a report of the Committee's activities and recommendations will be presented at the next regularly scheduled meeting of the Board.

The Committee may request any officer or employee of the Company, or any representative of the Company's advisors, to attend a meeting or to meet with any members or representatives of the Committee.

Delegation

The Committee will have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

Resources and Authority

The Committee will have appropriate resources and authority to discharge its responsibilities, including appropriate funding in such amount as the Committee deems necessary, to compensate any consultants and any independent advisors retained by the Committee. The Committee will have the sole authority to retain and terminate any search firm to assist in the identification of director candidates and the sole authority to set the fees and other retention terms of such search firms. The Committee may also retain independent counsel and other independent advisors to assist it in carrying out its responsibilities.

Annual Review and Availability of Charter

The Committee will conduct and review with the Board annually an evaluation of the adequacy of this Charter and recommend any changes to the Board. The Committee may

conduct this charter evaluation in such manner as the Committee, in its business judgment, deems appropriate. This Charter will be available on the Company's website.

Annual Performance Evaluation

The Committee should annually conduct and review with the Board an evaluation of the Committee's performance as a part of the Board's self-evaluation process. The Committee's evaluation may be conducted in such manner as the Committee, in its business judgment, deems appropriate.

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