

COMSCORE, INC.

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

Purpose

The purpose of the Compensation 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 review and determination of executive compensation.

Membership

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

Qualifications. Each Committee member must be independent in accordance with the rules of any exchange on which the Company’s securities are traded and applicable law. Each member of the Committee must qualify as a “non-employee director” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934 (the “**Exchange Act**”) and as an “outside director” for the purposes of Section 162(m) of the Internal Revenue Code (the “**Outside Directors**” refers to all Section 162(m) “outside directors” on the Board). Desirable qualifications for Committee members include experience in business management, executive compensation, employee benefits, and human resources.

Appointment. The Board will appoint the members and the Chair of the Committee based on recommendations made by the Company’s Nominating and Governance 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 annually review and make recommendations to the Outside Directors regarding the corporate goals and objectives applicable to the compensation of the chief executive officer (“**CEO**”), evaluate at least annually the CEO’s performance in light of those goals and objectives, and recommend to the Outside Directors for their determination and approval the CEO’s compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee should consider the Company’s performance and relative stockholder return, the value of similar incentive awards given to CEOs at comparable companies, the awards given to the Company’s CEO in past years and any other factors the Committee deems appropriate. The CEO cannot be present during any voting or deliberations by the Committee on his or her compensation.

- 2) The Committee will review and approve the compensation of all other executive officers. The Committee should consider the CEO's recommendation and evaluation of each individual's performance, the Company's overall performance and comparable compensation paid to similarly situated executives in comparable companies. In considering any compensation or severance arrangements or plans with executive officers, the Committee will consider, among other factors in evaluating the particular officer's performance, his/her compliance with legal and regulatory requirements and internal policies and procedures, and in any severance arrangements, the circumstances surrounding such officer's departure.
- 3) The Committee will review and make recommendations to the Board regarding incentive compensation plans and equity-based compensation plans, including whether to adopt, amend and terminate such plans. The Committee will also have the authority to administer the Company's incentive and equity-based compensation plans. The Committee will review and approve grants and awards to executive officers and other participants under the Company's equity-based compensation plans. The Committee may delegate the approval of grants and awards to participants other than executive officers as provided in the applicable plan.
- 4) The Committee will review and discuss with management the Company's Compensation Discussion and Analysis ("**CD&A**") and the related executive compensation information, recommend to the Board that the CD&A and related executive compensation information be included in the Company's annual report on Form 10-K and proxy statement, and produce the compensation committee report on executive officer compensation required to be included in the Company's proxy statement and annual report on Form 10-K.
- 5) The Committee will review and approve any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for executive officers, which authority includes the ability to adopt, amend and terminate such agreements, arrangements or plans.
- 6) The Committee will review and make recommendations to the Board regarding the share ownership guidelines applicable to Company executives and non-employee directors, and should at least annually assess compliance with the guidelines.
- 7) The Committee will review and make recommendations to the Board regarding the creation or revision of any clawback policy allowing the Company to recoup compensation paid to employees.
- 8) The Committee will periodically review and make recommendations to the Board regarding the compensation of non-employee directors.
- 9) 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.
- 10) 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 other employee of the Company, or any representative of the Company's legal counsel or other advisors, to attend a meeting or to meet with any members or representatives of the Committee. Any individual whose performance or compensation is to be discussed at a Committee meeting should not attend such meeting unless specifically invited by the Committee. Any Committee member may be excused from a meeting to permit the remaining members of the Committee to act on any matter in which such member's participation is not appropriate, and such member's absence will not destroy the quorum for the meeting.

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, *provided* that any such delegation complies with applicable law and the terms of any applicable compensation plans or arrangements.

Resources and Authority

The Committee will have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee will appoint, set the compensation of, and oversee the work of, the compensation consultant. The Committee will have the authority, in its sole discretion, to retain and obtain the advice and assistance of legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee will appoint, set the compensation of, and oversee the work of, its legal counsel and other advisors. The Committee will receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, legal counsel and any other advisors. The Committee will not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the compensation committee, and the authority granted in this Charter will not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

In retaining or receiving advice from compensation consultants, legal counsel and other advisors (other than the Company's in-house legal counsel), the Committee must take into consideration all relevant factors, specifically including the following factors:

- the provision of other services to the Company by the employer of the compensation consultant, legal counsel or other advisor;
- the amount of fees paid by the Company to the employer of the compensation consultant, legal counsel or other advisor, as a percentage of the employer's total revenue;
- the policies and procedures of the employer of the compensation consultant, legal counsel or other advisor regarding the prevention of conflicts of interest;
- any business or personal relationship between the compensation consultant, legal counsel or other advisor and any member of the Committee;
- ownership by the compensation consultant, legal counsel or other advisor of the Company's stock; and
- any business or personal relationship between the compensation consultant, legal counsel or other advisor, or the employer of the compensation consultant, legal counsel or other advisor, and any executive officer of the Company.

The Committee may retain, or receive advice from, any compensation advisor it chooses, including ones that are not independent, after considering the factors specified above. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

The Committee will evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

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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