

COMSCORE, INC.

HEDGING AND PLEDGING TRANSACTIONS POLICY

1. Purpose of the Policy

As a public company, comScore, Inc. (the “**Company**”) has a special responsibility to its stockholders. In this regard, the Company has determined that there may be an appearance of impropriety or inappropriate conduct if Covered Persons (as defined below) engage in certain types of transactions. The use of these strategies to offset or reduce the risk of price fluctuations in the Company’s common stock or other Company equity securities (collectively, “**Company Securities**”) through derivative transactions, commonly referred to as “hedging,” may sever the ultimate alignment with stockholders’ interests. In addition, the pledging of Company Securities as collateral for indebtedness could result in the transfer and/or sale of Company Securities at a time when a Covered Person may be aware of material nonpublic information. This Hedging and Pledging Transactions Policy (this “**Policy**”) provides guidelines with respect to certain hedging and pledging transactions in Company Securities.

2. Applicability of the Policy

- A. Persons Subject to this Policy. This Policy applies to all members of the Company’s Board of Directors and all Section 16 officers (with the meaning ascribed to the term “officer” as used in Rule 16a-1(f) under the Securities Exchange Act of 1934) the Company. The Company may also determine from time to time that other persons should be subject to this Policy (such additional persons, members of the Board of Directors and Section 16 officers are referred to as “**Covered Persons**”).
- B. Transactions by Family Members and Others. This Policy also applies to a Covered Person’s family members who reside with a Covered Person (including a spouse, spousal equivalent, a child, a child away at college, stepchildren, grandchildren, parents, stepparents, grandparents, siblings and in-laws), anyone else who lives in a Covered Person’s household, and any family members who does not live in a Covered Person’s household but whose transactions in Company Securities are directed by a Covered Person or are subject to a Covered Person’s influence or control, such as parents or children who consult with a Covered Person before they trade in Company Securities. A Covered Person is responsible for the transactions in Company Securities of these other persons, and a Covered Person must treat all such transactions for the purposes of this Policy as if the transactions were for the Covered Person’s own account.
- C. Transactions by Entities that a Covered Person Controls. This Policy applies to any entities that a Covered Person controls (including through voting or investment control of any portfolio securities held by such entity), including any corporations, partnerships or trusts, and transactions in Company Securities by these entities must be treated for the purposes of this Policy as if they were for a Covered Person’s own account.

3. Statement of the Policy

The Company has determined that there is a heightened legal risk and the appearance of improper or inappropriate conduct if the persons subject to this Policy engage in certain types of transactions. Therefore, the following rules are applicable to any person covered by this Policy:

- A. Hedging Transactions. Hedging in Company Securities can be accomplished through a number of possible mechanisms, including short-selling, options, puts, calls, collars and exchange funds, as well as derivatives such as swaps, forwards and futures. These transactions may permit a Covered Person to continue to own Company Securities without the full risks and rewards of ownership. When that occurs, a Covered Person may no longer have the same objectives as the Company's other stockholders. Persons subject to this Policy are prohibited from engaging in any such transactions including, without limitation, the following:

Short Sales. Short sales of Company Securities (i.e., the sale of a security that the seller does not own) may evidence an expectation on the part of the seller that the securities will decline in value, and therefore have the potential to signal to the market that the seller lacks confidence in Company's prospects. In addition, short sales may reduce a seller's incentive to seek to improve Company's performance. For these reasons, short sales of Company Securities are prohibited.

Options and Other Derivatives. Options and other derivatives may create the appearance that a Covered Person is trading based on material nonpublic information and focus a Covered Person's attention on short-term performance at the expense of the Company's long-term objectives. Accordingly, transactions in such options (other than options pursuant to the Company's incentive compensation plans), puts, call and collars or other derivative securities, including on an exchange, in any other organized market or otherwise, are prohibited by the Policy.

Hedging Transactions. Hedging or monetization transactions can be accomplished through a number of possible mechanisms, including through the use of financial instruments such as prepaid variable forwards, equity swaps, collars and exchange funds. Such hedging or monetization transactions (other than the sale of Company Securities by a Covered Person in the open market or privately negotiated transactions) may permit a Covered Person to continue to own Company Securities, but without the full risks and rewards of ownership. When that occurs, a Covered Person may no longer have the same objectives as the Company's other stockholders. Therefore, a Covered Person is prohibited from engaging in any such transactions.

- B. Margin Accounts and Pledged Securities. Company Securities held in a margin account or pledged as collateral for a loan may be sold without the consent of the owner of such securities by the broker if there is a failure to meet a margin call or by the lender in foreclosure if there is a default on the loan. A margin or foreclosure sale that occurs when the owner of the pledged securities is aware of material nonpublic information may, under some circumstances, result in unlawful insider trading. In addition, such transactions may encourage excessive risk taking by Covered Persons. Because of these dangers, Covered Persons may not hold Company Securities in a margin account or pledge, hypothecate, or otherwise encumber Company Securities as collateral for indebtedness or other obligations.

4. Additional Procedures

Each Covered Person will be afforded a reasonable opportunity (but not more than six months) to unwind or otherwise terminate any prohibited pledge transaction or arrangement existing as of

the time this Policy is adopted or as of the time such Covered Person becomes subject to this Policy.

5. Consequences of Violations

A Covered Person's failure to comply with this Policy may subject such Covered Person to discipline by the Company, including dismissal for cause, whether or not a Covered Person's failure to comply results in a violation of law.

6. Administration of the Policy

The General Counsel of the Company, or an employee designated by the General Counsel, will serve as the Compliance Officer for purposes of this Policy. All determinations and interpretations by the Compliance Officer will be final and not subject to further review. Any person who has a question about this Policy or its application to any proposed transaction in Company Securities may obtain additional guidance by contacting the Compliance Officer or the General Counsel.

Adopted May 30, 2018