

**Report of Organizational Actions
Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name comScore, Inc.		2 Issuer's employer identification number (EIN) 54-1955550	
3 Name of contact for additional information Mary Margaret Curry	4 Telephone No. of contact 703-885-2244	5 Email address of contact mcurry@comscore.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 11950 Democracy Drive, Suite 600		7 City, town, or post office, state, and ZIP code of contact Reston, VA 20190	
8 Date of action See attached.		9 Classification and description See attached.	
10 CUSIP number 20564W105	11 Serial number(s)	12 Ticker symbol SCOR	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ [See attached.](#)**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ [See attached.](#)**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ [See attached.](#)

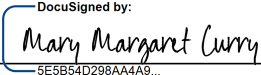
Part II Organizational Action *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ [See attached.](#)

18 Can any resulting loss be recognized? ▶ [See attached.](#)

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ [See attached.](#)

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ▶  Date ▶ January 11, 2022 | 4:17 PM EST
Print your name ▶ Mary Margaret Curry Title ▶ Chief Accounting Officer

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

Attachment to Form 8937

Form 8937, Part II Box 14:

The parties to the organizational action include comScore, Inc. ("comScore"), SS Media Holdco, LLC ("Holdco LLC"), SS Media Merger Sub, Inc. ("comScore Merger Sub"), Shareablee, Inc. ("Shareablee"), Shareablee Holdco, Inc. ("Shareablee Holdco") and Shareablee Merger Sub, Inc. ("Shareablee Merger Sub").

On December 16, 2021, (i) Shareablee Merger Sub merged with and into Shareablee, with Shareablee surviving the merger as a wholly owned subsidiary of Shareablee Holdco (the "Shareablee Merger"), and (ii) Shareablee was converted from a Delaware corporation to a Delaware limited liability company (the "Shareablee LLC Conversion"). On December 17, 2021, (i) comScore Merger Sub merged with and into Shareablee Holdco, with Shareablee Holdco surviving the merger as a wholly owned subsidiary of comScore (the "Initial Merger"), and (ii) Shareablee Holdco merged with and into Holdco LLC with Holdco LLC surviving the merger as a wholly owned subsidiary of comScore (the "Final Merger," and together with the Initial Merger, the Shareablee LLC Conversion and the Shareablee Merger, the "Combination Transactions").

Pursuant to the Initial Merger, (i) each former holder of Shareablee Series A-2 preferred stock received the right to receive comScore common stock, and (ii) each other former Shareablee shareholder (other than one individual) and the former holder of a warrant to acquire Shareablee common stock received (a) the right to receive comScore common stock, (b) the contingent right to receive in the future additional consideration payable in comScore common stock (the "Holdback Amount") and (c) the contingent right to receive in the future additional consideration payable in comScore common stock or cash (the "Deferred Amount").

Form 8937, Part II Box 15:

The Shareablee Merger and the Shareablee LLC Conversion, taken together, are intended to qualify as a reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended (the "Code"). The Initial Merger and the Final Merger, taken together, are intended to qualify as a reorganization under Section 368(a) of the Code. For U.S. federal income tax purposes, the aggregate tax basis in the comScore common stock received (or to be received) in respect of the Combination Transactions by a U.S. holder of Shareablee stock or the warrant to acquire Shareablee common stock is the same as the aggregate adjusted tax basis in such U.S. holder's Shareablee stock or warrant exchanged therefor, increased by the amount of any gain recognized and decreased by the amount of any "boot" received.

The amount of gain recognized will be equal to the smaller of (i) the fair market value of boot received and (ii) the excess, if any, of (a) the total fair market value of the consideration received (or to be received) in respect of the Initial Merger over (b) the U.S. holder's tax basis in its Shareablee stock surrendered in the Combination Transactions.

Any cash paid (or to be paid) in respect of the Initial Merger is expected to be treated as boot for U.S. federal income tax purposes. In addition, because all or a portion of the Deferred Amount may be paid in cash or comScore common stock, at comScore's election, the entire Deferred

Amount (and not only the portion of the Deferred Amount actually paid in cash) might be treated as boot for U.S. federal income tax purposes. U.S. holders are urged to consult their own tax advisors regarding the treatment of, and the tax consequences of receiving, the Deferred Amount.

If a U.S. holder acquired Shareablee stock at different times or at different prices, any gain or loss realized will be determined separately with respect to each block of Shareablee stock, and such U.S. holder's basis in its Shareablee stock may be determined with reference to each block of Shareablee stock.

Form 8937, Part II Box 16:

Calculation of the tax basis in the comScore common stock received (or to be received) in respect of the Initial Merger is dependent on the tax basis in the Shareablee stock surrendered in the Combination Transactions, the fair market value of any boot received, as well as the fair market values of the comScore common stock received upon the Initial Merger and on the dates that the Holdback Amount or the Deferred Amount is paid. U.S. federal income tax law does not specifically identify how U.S. holders should determine the fair market value of the comScore common stock received upon the Initial Merger, the Holdback Amount or the Deferred Amount. There are several possible methods of measuring the fair market value of comScore common stock on a certain date, including the opening trading price, the closing trading price and the average of the high and low trading prices on the relevant date. There can be no assurance regarding the method by which the Internal Revenue Service will measure the fair market value of comScore common stock. U.S. holders are urged to consult their own tax advisors regarding how to calculate the tax basis in the comScore common stock received (or to be received) in respect of the Initial Merger.

Form 8937, Part II Box 17:

The applicable Code sections and subsections upon which the tax treatment is based are as follows: 302, 354, 356, 368(a), 1001, 1221.

Form 8937, Part II Box 18:

In general, it is intended that a U.S. holder of Shareablee stock or a warrant to acquire Shareablee common stock will not recognize any gain or loss for U.S. federal income tax purposes as a result of the Combination Transactions, including with respect to the exchange of such U.S. holder's Shareablee stock or warrant for comScore common stock, but will recognize gain (but not loss) in an amount not to exceed the amount of boot received in respect of the Initial Merger. See Part II Box 15 for a discussion regarding gain and boot. U.S. holders are urged to consult their own tax advisors regarding the application and consequences of the "installment method" for U.S. federal income tax purposes and the consequences of electing out of the installment method with respect to the Initial Merger.

Form 8937, Part II Box 19:

The Combination Transactions were effective on December 16, 2021 and December 17, 2021. Therefore, the reportable tax year is the year of the shareholder that includes such dates.

The information contained herein does not constitute tax advice and does not purport to be a complete discussion or describe the tax consequences that may apply to any particular U.S. holder of Shareablee stock or a warrant to acquire Shareablee common stock. U.S. holders are urged to consult their own tax advisors with respect to the tax consequences of the Combination Transactions applicable to their particular circumstances.