

COMSCORE, INC.

CODE OF BUSINESS CONDUCT AND ETHICS

Adopted as of the Date that the Company's Initial Public Offering Becomes Effective

TABLE OF CONTENTS

	<u>Page</u>
INTRODUCTION	1
YOUR RESPONSIBILITIES	2
AVOIDING CONFLICTS OF INTERESTS.....	3
Overview.....	3
Outside employment and directorships.....	3
Financial interests in other businesses	3
Accepting gifts and entertainment	3
Corporate opportunities	4
Loans by the Company	4
Guidance and approvals.....	4
EMPLOYEE RELATIONS	5
No discrimination or harassment	5
Health and safety.....	5
COMPLIANCE WITH THE LAW	6
Overview.....	6
Foreign Corrupt Practices Act	6
Antitrust laws	6
Trade restrictions	7
PUBLIC COMMUNICATIONS	8
Public communications and filings.....	8
Authorization to communicate.....	8
USE AND PROTECTION OF COMPANY ASSETS	10
Overview.....	10
Physical property and facilities.....	10
Proprietary and confidential information.....	11
Records retention policy	11
FINANCIAL REPORTING.....	13
Overview.....	13
Compliance with rules, controls and procedures	13
Accuracy of records and reports	13
Intentional misconduct.....	13
Dealing with auditors.....	14
Obligation to investigate and report potential violations.....	14

TABLE OF CONTENTS
(continued)

	<u>Page</u>
Keeping the Audit Committee informed.....	14
WORKING WITH GOVERNMENTS.....	16
Overview.....	16
Government contracts.....	16
Requests by regulatory authorities.....	16
Improper payments to government officials.....	16
Political contributions.....	16
Lobbying.....	17
Trade restrictions.....	17
REPORTING SUSPECTED NON-COMPLIANCE.....	18
Complaint procedure.....	18
No retaliation.....	18
Investigations.....	18
Disciplinary action.....	19
PROCEDURAL MATTERS.....	20
Distribution.....	20
Acknowledgment.....	20
Approvals and waivers.....	20
ADDITIONAL INFORMATION.....	21

Violations of laws, rules, regulations and orders may subject you to individual criminal or civil liability, in addition to discipline by the company. Violations may also subject the company to civil or criminal liability or the loss of business.

INTRODUCTION

comScore, Inc. (the “**Company**” or “**comScore**”) is committed to upholding the good name we have developed through the dedication and hard work that all of us contribute each day. Together we can enhance this reputation by maintaining our high ethical standards and continuing to comply with all laws and regulations applicable to our business. To assist employees in this endeavor, the Board of Directors has adopted this Code of Business Conduct and Ethics (or “**Code**”). Every employee (including officers, directors and all employees of subsidiaries worldwide), agent or contractor of comScore (collectively “**employees**”) has a responsibility to know and understand the Code and to abide by its provisions.

Employees should also understand that the Code cannot address every situation an employee may encounter. In those situations not specifically outlined in the Code, employees are expected to act with honesty and integrity to promote the values embodied by the Code. Failure to do so may result in disciplinary action, including termination, without additional warning. To avoid problems before they occur, comScore encourages discourse among employees and management to identify appropriate ways of handling all situations. If you have any questions about applying the Code, it is your responsibility to seek guidance.

This Code is intended to supplement, not replace, other policies and procedures distributed to employees by comScore. In addition, employees must be aware that local country law may create certain requirements different from those contained within the Code. In those situations, employees must comply with the law. Nothing in the Code prohibits or restricts the Company from taking disciplinary action on any matters pertaining to employee conduct, whether or not such matters are discussed in the Code. Further, the Code does not intend to create any express or implied contract between the Company and any of its employees or any third parties.

The following pages describe the Code, requirements for compliance with the Code, methods for reporting violations of the Code, and accountability for adherence to the Code. We are committed to continuously reviewing and updating our policies and procedures. The Company therefore reserves the right to amend, alter or terminate this Code at any time and for any reason, subject to applicable law.

A BRIEF OVERVIEW OF YOUR RESPONSIBILITIES

- Read and understand this Code of Business Conduct and Ethics.
- Follow these standards in your day-to-day activities and comply with all applicable policies and procedures in the Code.
- Be alert to possible violations of this Code and promptly report violations or suspected violations to the Company's General Counsel. If you wish to remain anonymous, you may report violations or suspected violations via secure Web form at <https://secure.ethicspoint.com/domain/media/en/gui/22840/index.html>, via phone by calling comScore's Confidential and Anonymous Hotline at 1-888-288-1834, or by sending a letter to comScore, Inc., Attn: General Counsel, 11950 Democracy Drive, Suite 600, Reston, Virginia 20190. Your anonymity will be preserved to the greatest extent reasonably possible. When making anonymous reports, please provide as much detail as possible, including copies of any documents that you believe may be relevant to the issue.
- If your concerns relate to accounting, internal controls or auditing matters, or if the General Counsel is implicated in any violation or suspected violation, you may also contact the Audit Committee of the Company's Board of Directors as indicated on the Company's investor relations web site.
- Cooperate with investigations into possible Code violations and be truthful and forthcoming in the course of these investigations.
- Reprisals, threats, retribution or retaliation against any person who has in good faith reported a violation or a suspected violation of law, this Code or other company policies, or against any person who is assisting in good faith in any investigation or process with respect to such a violation, is prohibited. comScore will take appropriate measures in response to any such behavior.
- When trying to determine whether any given action is appropriate, keep these steps in mind:
 - Obtain all relevant facts.
 - Assess the responsibilities and roles of those involved.
 - Using your judgment and common sense, evaluate whether the action seems unethical or improper.
 - Seek guidance.
- **If you are unsure about any situation or any provision of the Code, discuss the matter with your manager or the Company's General Counsel.**

AVOIDING CONFLICTS OF INTERESTS

Overview

Your decisions and actions in the course of your employment with the company should be based on the best interest of the company, and not based on personal relationships or benefits. comScore expects that no employee will knowingly place himself or herself in a position that would have the appearance of being, or might be interpreted to be, in conflict with the interests of the Company. This includes situations where you may have or appear to have an indirect conflict through, for example, a significant other or a relative or other persons or entities with which you have a relationship.

A conflict may also arise when you take actions or have interests that make it difficult for you to perform your work for the company objectively and effectively. You must disclose to your manager any interest that you have that may, or may appear to, conflict with the interests of the company.

It would be impractical for this Code to attempt to list all possible situations giving rise to conflicts of interest. Therefore, some common types of conflicts are discussed below.

Outside employment and directorships

It is the policy of comScore that no employee is to be engaged in “freelance” or “moonlighting” activities that will materially encroach on the time or attention that should be devoted to the employees duties, adversely affect the quality of work performed, compete with the Company’s activities, imply sponsorship or support by the Company of the outside employment or organization, interfere with the protection of the Company’s proprietary or confidential information, or adversely affect the good name of comScore. All freelance and moonlighting activities require the prior written approval of the employee’s manager, who should consult with the Company’s General Counsel. Irrespective of approval, employees who freelance or moonlight may not use Company time, facilities, resources, or supplies for such work.

Financial interests in other businesses

Unless approved in advance and in writing by the Company’s General Counsel neither an employee nor anyone in his or her immediate family may directly or indirectly have a financial interest in any organization if that interest would give you or would appear to give you a conflict of interest with comScore. You should be particularly sensitive to financial interests in competitors, suppliers, customers, distributors and strategic partners. Passive investments in such companies is deemed appropriate under these conflict of interest provisions, provided that the investment (1) is not so large financially either in absolute dollars or percentage of the employee’s total investment portfolio that it creates an appearance of a conflict of interest, *and* (2) does not involve the use of confidential information, such as information not otherwise available except as a result of comScore’s relationship with the other company.

Investments in diversified, publicly-traded mutual funds are not prohibited under these conflict of interest guidelines, provided confidentiality requirements are observed.

Accepting gifts and entertainment

The Company seeks to deter givers of gifts from attempting to obtain special treatment from comScore employees. While customary business practice may involve the exchange of gifts from time to time, accepting any gift of more than nominal value or entertainment that is more than a routine social amenity can appear to

be an attempt to influence the recipient into providing special treatment in return. To avoid the appearance of impropriety, when dealing with current or prospective customers, vendors and consultants, employees should observe the following guidelines:

- Gifts and services may not be accepted unless they have a value of less than US \$100. This dollar amount is a guideline. Employees should consult with the Company's General Counsel prior to accepting any gift of more than nominal value.
- Gifts of any amount may never be solicited.
- Gifts of cash or securities may never be accepted.
- In some business situations outside of the United States it is customary and lawful for business executives to present gifts to representatives of their business partners. In these situations, returning the gifts or paying for them may be insulting to the giver. If you find yourself in such a situation, you must report the gift to the Company's General Counsel. In some cases, you may be required to turn the gift over to the company.
- Any normal business entertainment, such as a meal or tickets to a sporting event, may be appropriate where the expenditure is of a reasonable nature and is provided in the course of a meeting or another occasion, the purpose of which is to hold bona fide business discussions or to foster better business relations. Such expenditures should not be lavish or excessive and should not violate law or create an appearance of impropriety. All such entertainment should be reported (in advance, if practical) by the employee to his or her manager.

Corporate opportunities

You may not directly or indirectly exploit for personal gain any opportunities that are discovered through the use of corporate property, information or position unless the opportunity is disclosed fully in writing to the Board of Directors or its designated committee and the Board of Directors or its designated committee declines to pursue the opportunity.

Loans by the Company

Loans from the Company to directors and executive officers are prohibited. Loans from the Company to other employees must be approved in advance by the Board of Directors or its designated committee.

Guidance and approvals

Evaluating whether a conflict of interest exists, or may appear to exist, requires the consideration of many factors. We encourage you to seek guidance and approval in any case where you have any questions or doubts. The company may at any time rescind prior approvals to avoid a conflict of interest, or the appearance of a conflict of interest, for any reason deemed to be in the best interest of the company. Failure to disclose actual conflicts of interest may lead to disciplinary action, including termination.

EMPLOYEE RELATIONS

No discrimination or harassment

The company is committed to providing a work environment that is free of discrimination and harassment. The company is an equal opportunity employer and makes employment decisions on the basis of merit and business needs. In addition, the company strictly prohibits harassment of any kind, including harassment on the basis of race, color, veteran status, religion, gender, sex, sexual orientation, age, mental or physical disability, medical condition, national origin, marital status or any other characteristics protected under federal or state law or local ordinance.

For more information regarding comScore's policy regarding equal opportunity employment, the Company's anti-harassment policy, and the specific procedures for reporting a complaint, refer to the Company's employee handbook.

Health and safety

You are responsible for using good judgment to help ensure a safe and healthy workplace for all employees. You should maintain your workspace in such a way as to avoid potential injury to yourself and others and not engage in activities that create unnecessary hazards.

COMPLIANCE WITH THE LAW

Overview

In an international business setting, employees encounter laws and customs that vary throughout the world. You are responsible for complying with all laws, rules, regulations and regulatory orders applicable to the conduct of our business. Even if you are located or engaging in business outside of the United States, you must comply with laws, rules, regulations and regulatory orders of the United States, including the Foreign Corrupt Practices Act, antitrust laws and U.S. export rules and regulations, in addition to the applicable laws of other jurisdictions. If compliance with the Code should ever conflict with law, you must comply with the law.

You should undertake to acquire knowledge of the legal requirements relating to your duties sufficient to enable you to recognize potential dangers and to know when to seek advice from managers or other appropriate personnel.

Foreign Corrupt Practices Act

The Foreign Corrupt Practices Act (“**FCPA**”) generally makes it unlawful to give or offer to give, directly or indirectly, anything of value to foreign government officials, foreign political parties, party officials, or candidates for public office where the purpose of doing so is to: (1) influence any act, or failure to act, in the official capacity of that foreign official or party; *or* (2) induce that foreign official or party to use influence to affect a decision of a foreign government or agency, in order to obtain or retain business for anyone or to direct business to anyone. This provision governs all employees of comScore, whether located inside or outside of the United States.

Antitrust laws

The government of the United States and many foreign governments have chosen to regulate business by enacting laws to ensure that markets for goods and services operate competitively and efficiently so that customers enjoy the benefit of open market competition among suppliers. These laws can be very complex, and strict compliance is essential. Therefore, employees and comScore representatives must be careful to avoid even the appearance of prohibited conduct. The types of strictly prohibited conduct include the following:

Agreeing with competitors:

- to set prices or other economic terms of a sale, purchase or license of goods for sale;
- to use a common method of setting prices, or to set any conditions of sale for purchase;
- on terms of a bid or whether or not to bid;
- to allocate or limit customers, geographic territories, products or services, or not to solicit business from each other in some way;
- not to do business (to “boycott”) one or more customers, suppliers, licensors or licensees; or

- to limit research and development, to refrain from certain types of selling or marketing of services, or to limit or standardize the features of products or services.

Some other activities, while not illegal in all cases, will be illegal in some situations. These actions may involve agreement with third parties such as customers, suppliers, licensees or licensors. These types of conduct include the following:

Agreements with customers or partners:

- that set or control the price levels of the Company's services;
- to sell to different purchasers of the Company's services at different prices or on different terms, or offering different promotional allowances or services in connection with the customer's resale of the services, without complying with the specific exceptions permitted under the law;
- for exclusive dealing arrangements that require customers or partners not to deal in the goods or services of the Company's competitors;
- that set "predatory" pricing terms, or pricing below some level of cost, with the effect of driving at least some competition from the market; or
- for reciprocal purchase arrangements that condition the purchase of a product on the seller's agreement to buy products from the other party.

The above examples are not a comprehensive review of the antitrust laws and are not a substitute for expert legal advice. Employees who have questions concerning a specific situation should contact the Company's General Counsel before taking any action.

Trade restrictions

The United States government uses economic sanctions and trade embargoes to further various foreign policy and national security objectives. Employees must abide by all such sanctions and embargoes, whether they apply to foreign countries, political organizations or particular foreign individuals and entities. Questions regarding whether a transaction on behalf of comScore complies these sanctions and embargoes should be referred to the Company's General Counsel.

PUBLIC COMMUNICATIONS

Public communications and filings

The company files reports and other documents with regulatory authorities, including the U.S. Securities and Exchange Commission and the Nasdaq National Market. In addition, from time to time the company makes other public communications, such as issuing press releases.

Depending upon your position with the company, you may be called upon to provide information to help assure that the company's public reports and communications are complete, fair, accurate and understandable. You are expected to use all reasonable efforts to provide complete, accurate, objective, relevant, timely and understandable answers to inquiries related to the company's public disclosures.

Individuals involved in the preparation of public reports and communications must use all reasonable efforts to comply with our disclosure controls and procedures, which are designed to ensure full, fair, accurate, timely and understandable disclosure in our public reports and communications.

If you believe that any disclosure is materially misleading or if you become aware of any material information that you believe should be disclosed to the public, it is your responsibility to bring this information to the attention of the Company's General Counsel. If you believe that questionable accounting or auditing conduct or practices have occurred or are occurring, you should notify the Audit Committee of the Board of Directors.

Authorization to communicate

comScore has established specific policies regarding who may communicate information to individuals outside of comScore on behalf of the company. You may not communicate externally on behalf of the company unless you are authorized to do so. Those authorizations are as follows:

- Our Chief Executive Officer, Chairman, and Marketing Communications group, and their authorized designees, are our official spokespeople for press and marketing related matters.
- Our Chief Executive Officer, Chief Financial Officer, and Chairman and their authorized designees, are our official spokespeople for financial matters, and with both investors and potential investors.
- The head of the applicable Commercial Vertical group and their authorized designees may serve as spokespeople to clients on those specific projects for which they are responsible. However, no Commercial Vertical group member may speak to clients about the Company's financial condition or future plans without prior authorization from the Chief Financial Officer or the Company's legal department.
- Communications with all other third parties may be conducted to the extent that they are within the scope of your job responsibilities. However, no employee may speak to anyone outside of comScore about the Company's financial condition or future plans without prior authorization from the Chief Financial Officer or the Company's legal department.

You should refer all calls or other inquiries from the press to the company's Marketing Communications group (by email to @ Marketing), who will see that the inquiry is directed to the appropriate persons within the Company. The Marketing Communications group will work closely with the company's legal department to ensure that inquiries are appropriately addressed.

Only those individuals and groups listed above are authorized to communicate externally on behalf of the company. You may not communicate externally on behalf of the company without prior approvals set forth in the bullets above. Further, the information in the Company's public communications must be full, fair, accurate, timely and understandable. All employees and directors are responsible for acting in furtherance of this policy. If you are unsure about the propriety of making certain statements to individuals outside of the Company, contact the company's legal department (by emailing @ legal) prior to making any statements.

USE AND PROTECTION OF COMPANY ASSETS

Overview

All employees, agents and contractors are responsible for the proper use of company assets. This responsibility applies to all of the company's assets, including your time, work and work product; cash and accounts; physical assets such as inventory, equipment, vehicles, computers, systems, facilities and supplies; intellectual property, such as patents, copyrights, trademarks and trade secrets; and other proprietary or nonpublic information.

Physical property and facilities

comScore property, facilities and physical resources may not be used for purposes other than the achievement of your employment responsibilities. These items may not be used for activities not related to an employee's service to the Company, except for activities that have first been approved in advance by the Company. An employee's reasonable and incidental use of a Company telephone, computer or other such equipment is permitted.

Additionally, employees should:

- Use all reasonable efforts to safeguard company assets against loss, damage, misuse or theft.
- Be alert to situations that could lead to loss, damage, misuse or theft of company assets and report any loss, damage, misuse or theft as soon as it comes to your attention.
- Take reasonable steps to ensure that the company receives good value for company funds spent.
- Use and safeguard assets entrusted to the company's custody by customers, suppliers and others in the same manner as company assets.

Employees should not:

- Use, transfer, misappropriate, loan, sell or donate company assets without appropriate authorization.
- Use company assets in a manner that would result in or facilitate the violation of law.

Any employee found to be engaging in, or attempting, the theft of any property of comScore may be subject to summary dismissal and possible legal proceedings against them. All employees have a responsibility to report promptly any theft or attempted theft to the Company's General Counsel.

Proprietary and confidential information

In the course of your involvement with the comScore, you may come into possession of information that has not been disclosed or made available to the general public. This nonpublic information may include things such as Company business strategies, customer lists, personal information about employees, or proprietary technical information. In a competitive market, private comScore information must be safeguarded. It is your obligation to use all reasonable efforts to do so.

In addition to information about comScore, you may come into possession of the private information of our customers. Our customers depend on us to preserve their confidences, and maintaining client trust is critical to the success of comScore. Therefore, all employees must handle all nonpublic information of others responsibly and in accordance with our nondisclosure agreements with them. Do not accept information offered by third parties that is represented as nonpublic, or appears from the circumstances to be nonpublic, unless an appropriate nondisclosure agreement has been signed with the party offering the information. You should contact the Company's General Counsel to coordinate the execution of a nondisclosure agreement on behalf of the Company.

All nonpublic information, whether from comScore or its customers, must only be used as required in performing employment duties or as outlined in the relevant nondisclosure agreement. You may not disclose nonpublic information to anyone outside of comScore, except when disclosure is required by law or when disclosure is required for business purposes and appropriate steps have been taken to prevent misuse of that information. This responsibility includes not disclosing nonpublic information in Internet discussion groups, chat rooms, bulletin boards or other electronic media. It also includes being cautious with respect to the security of sensitive information so that others cannot access it. The misuse of nonpublic information is contrary to company policy and may also be a violation of law. In cases where disclosure becomes necessary, you should consult with the Company to ensure that private information remains protected to the greatest extent possible.

Records retention policy

Proper retention of comScore records is an important part of maintaining accurate records and information. These records include paper documents, email, compact discs, computer hard drives, floppy disks, microfiche, microfilm and all other recorded information, regardless of medium or characteristics. However, because of the high cost and limited space to store Company records, periodic discarding of records is necessary.

On the other hand, there are legal, fiscal and administrative requirements that certain records be retained for specific periods of time. Before disposing of any documents or files, employees should consult the Company's General Counsel. Employees who are unsure about the need to preserve particular records should consult with their manager.

In the case of actual or threatened litigation or government investigation, you should consult with the Company's General Counsel regarding the retention of records. In such circumstances, a legal hold may be placed on certain records. Such a hold suspends all document destruction procedures in order to preserve appropriate records under special circumstances, such as litigation or government investigations. The Company's General Counsel will notify you if a legal hold is placed on records for which you are responsible. If a legal hold is placed on records for which you are responsible, you must preserve and protect the necessary records in accordance with instructions from the Company's General Counsel. **Records or supporting documents that are subject to a legal hold must not be destroyed, altered or modified under any**

circumstance. This hold will remain effective until it is officially released in writing by the Company's General Counsel. If you are unsure whether a document has been placed under a legal hold, you should preserve and protect that document while you check with the Company's General Counsel. Failure to comply with a hold can result in severe civil and criminal sanctions against employees, contractors and the Company.

FINANCIAL REPORTING

Overview

As a public company, we are required to follow strict accounting principles and standards, to report financial information accurately and completely in accordance with these principles and standards, and to have appropriate internal controls and procedures to ensure that our accounting and financial reporting complies with law. The integrity of our financial transactions and records is critical to the operation of our business and is a key factor in maintaining the confidence and trust of our employees, security holders and other stakeholders.

Compliance with rules, controls and procedures

It is important that all transactions are properly recorded, classified and summarized in our financial statements, books and records in accordance with our policies, controls and procedures, as well as all generally accepted accounting principles, standards, laws, rules and regulations for accounting and financial reporting. If you have responsibility for or any involvement in financial reporting or accounting, you should have an appropriate understanding of, and you should seek in good faith to adhere to, relevant accounting and financial reporting principles, standards, laws, rules and regulations and the company's financial and accounting policies, controls and procedures. If you are a senior officer, you should seek to ensure that the internal controls and procedures in your business area are in place, understood and followed.

Accuracy of records and reports

It is important that those who rely on records and reports—managers and other decision makers, creditors, customers and auditors—have complete, accurate and timely information. False, misleading or incomplete information undermines the company's ability to make good decisions about resources, employees and programs and may, in some cases, result in violations of law. Anyone involved in preparing financial or accounting records or reports, including financial statements and schedules, must be diligent in assuring that those records and reports are complete, accurate and timely. Anyone representing or certifying as to the accuracy of such records and reports should make an inquiry or review adequate to establish a good faith belief in their accuracy.

Even if you are not directly involved in financial reporting or accounting, you are likely involved with financial records or reports of some kind—a voucher, time sheet, invoice or expense report. In addition, most employees have involvement with product, marketing or administrative activities, or performance evaluations, which can affect our reported financial condition or results. Therefore, the company expects you, regardless of whether you are otherwise required to be familiar with finance or accounting matters, to use all reasonable efforts to ensure that every business record or report with which you deal is accurate, complete and reliable.

Intentional misconduct

You may not intentionally misrepresent the company's financial performance or otherwise intentionally compromise the integrity of the company's reports, records, policies and procedures. For example, you may not:

- report information or enter information in the company's books, records or reports that fraudulently or intentionally hides, misrepresents or disguises the true nature of any financial or non-financial transaction or result;

- establish any undisclosed or unrecorded fund, account, asset or liability for any improper purpose;
- enter into any transaction or agreement that accelerates, postpones or otherwise manipulates the accurate and timely recording of revenues or expenses;
- intentionally misclassify transactions as to accounts, business units or accounting periods; or
- knowingly assist others in any of the above.

Dealing with auditors

Our auditors have a duty to review our records in a fair and accurate manner. You are expected to cooperate with independent and internal auditors in good faith and in accordance with law. In addition, you must not fraudulently induce or influence, coerce, manipulate or mislead our independent or internal auditors regarding financial records, processes, controls or procedures or other matters relevant to their engagement. You may not engage, directly or indirectly, any outside auditors to perform any audit, audit-related, tax or other services, including consulting, without written approval from the Company's Chief Financial Officer or Chief Executive Officer and the Audit Committee of the Board of Directors.

Obligation to investigate and report potential violations

You should make appropriate inquiries in the event you may see, for example:

- financial results that seem inconsistent with underlying business performance;
- inaccurate financial records, including travel and expense reports, time sheets or invoices;
- the circumventing of mandated review and approval procedures;
- transactions that appear inconsistent with good business economics;
- the absence or weakness of processes or controls; or
- persons within the company seeking to improperly influence the work of our financial or accounting personnel, or our external or internal auditors.

Dishonest or inaccurate reporting can lead to civil or even criminal liability for you and the company and can lead to a loss of public faith in the company. You are required to promptly report any case of suspected financial or operational misrepresentation or impropriety.

Keeping the Audit Committee informed

The Audit Committee plays an important role in ensuring the integrity of our public reports. If you believe that questionable accounting or auditing conduct or practices have occurred or are occurring, you should notify the Audit Committee of the Board of Directors. In particular, the Chief Executive Officer and senior financial officers such as the Chief Financial Officer, the Controller and the Treasurer should promptly bring to the attention of the Audit Committee any information of which he or she may become aware concerning, for example:

- the accuracy of material disclosures made by the company in its public filings;
- significant deficiencies in the design or operation of internal controls or procedures that could adversely affect the company's ability to record, process, summarize or report financial data;
- any evidence of fraud that involves an employee who has a significant role in the company's financial reporting, disclosures or internal controls or procedures; or
- any evidence of a material violation of the policies in this Code regarding financial reporting.

WORKING WITH GOVERNMENTS

Overview

Special rules govern our business and other dealings with governments. Employees, agents and contractors of the company should use all reasonable efforts to comply with all applicable laws and regulations governing contact and dealings with governments, government employees and public officials. If you deal with governments, government employees or public officials, you should undertake to understand the special rules that apply. If you have any questions concerning government relations, you should contact the Company's General Counsel.

Government contracts

You should use all reasonable efforts to comply with all relevant laws and regulations that apply to government contracting. You should refer all contracts with any governmental entity to the Company's General Counsel for review and approval.

Requests by regulatory authorities

You must cooperate with appropriate government inquiries and investigations in accordance with law. It is important, however, to protect the legal rights of the company with respect to its nonpublic information. All government requests for company information, documents or investigative interviews should be referred to the Legal Department. You should work with the Legal Department in responding to requests by regulatory authorities to ensure adequate and complete responses and to avoid improper disclosure of attorney-client privileged materials, trade secret information or other nonpublic information. This policy should not be construed to prevent an employee from disclosing information to a government or law enforcement agency, where the employee has reasonable cause to believe that the information discloses a violation of, or noncompliance with, a state or federal statute or regulation.

Improper payments to government officials

You may not offer any payment or business amenity to a public official or a government employee if doing so could reasonably be construed as having any connection with the company's business, even if it has a nominal value or no value at all. You should be aware that what may be permissible in dealings with commercial businesses may be deemed illegal and possibly criminal in dealings with the government. You should contact the Legal Department for guidance.

Whether you are located in the United States or abroad, you are also responsible for fully complying with the Foreign Corrupt Practices Act. The Foreign Corrupt Practices Act makes it illegal to offer, pay, promise to pay or authorize to pay any money, gift or other item of value to any foreign official, political party or candidate to assist the company or another to obtain or retain business. All managers and supervisory personnel are expected to monitor continued compliance with the Foreign Corrupt Practices Act.

Political contributions

The company reserves the right to communicate its position on important issues to elected representatives and other government officials. It is the company's policy to comply fully with all local, state, federal, foreign and other applicable laws, rules and regulations regarding political contributions. The company's assets—including company funds, employees' work time and company premises and equipment—must not be used

for, or be contributed to, political campaigns or political activities under any circumstances without prior written approval.

Lobbying

You must obtain approval from the General Counsel for any work activity that requires lobbying communication with any member or employee of a legislative body or with any government official or employee in the formulation of legislation. Work activity covered by this policy includes meetings with legislators or members of their staffs or with senior executive branch officials on behalf of the company. Preparation, research and other background activities that are done in support of such lobbying communication are also covered by this policy even if the communication ultimately is not made.

Trade restrictions

A number of countries maintain controls on the destinations to which products or software may be exported. Some of the strictest export controls are maintained by the United States against countries that the U.S. government considers unfriendly or as supporting international terrorism. The U.S. regulations are complex and apply both to deemed exports from the United States and to deemed exports of products from other countries when those products contain U.S.-origin components or technology. Software created in the United States is subject to these regulations even if duplicated and packaged abroad. In some circumstances, an oral presentation containing technical data made to foreign nationals in the United States or access by foreign nationals to certain technology may constitute a controlled export. The Legal Department can provide you with guidance on which countries are prohibited destinations for company products or whether a proposed technical presentation or the provision of controlled technology to foreign nationals may require a U.S. government license.

REPORTING SUSPECTED NON-COMPLIANCE

Complaint procedure

comScore encourages and expects its employees and others to promptly report violations or suspected violations of the company's Code of Business Conduct and Ethics or other applicable laws to the Company's General Counsel, or to anyone the Company's General Counsel designates for that purpose. Employees may report violations or suspected violations to the Company's General Counsel anonymously via secure Web form at <https://secure.ethicspoint.com/domain/media/en/gui/22840/index.html>, via phone by calling comScore's Confidential and Anonymous Hotline at 1-888-288-1834, or via regular mail at the following address:

comScore, Inc.
Attn: General Counsel
11950 Democracy Drive
Suite 600
Reston, Virginia 20190.

If you make an anonymous report, please provide as much detail as possible, including copies of any documents that you believe may be relevant to the issue. In the event your concerns relate to accounting, internal controls or auditing matters, or if the General Counsel is implicated in any violation or suspected violation, you may also contact the Audit Committee of the Company's Board of Directors as indicated on the Company's investor relations web site

No retaliation

Reprisals, threats, retribution or retaliation against any person who has in good faith reported a violation or a suspected violation of law, this Code or other company policies, or against any person who is assisting in any investigation or process with respect to such a violation, is prohibited. Individuals engaged in such activities are subject to discipline, including termination. If at any time a reporting employee believes that he or she has been the subject of discrimination, retaliation or harassment for making a report under this policy, the employee should immediately report such facts to the Company's General Counsel. If the employee believes that the Company's General Counsel is involved in acts of retaliation, the employee should immediately report the matter to the Company's Chief Executive Officer.

Investigations

The Board of Directors or its designated committee will be responsible for investigating violations and determining appropriate disciplinary action for matters involving members of the Board of Directors or executive officers. The Board of Directors or its designated committee may designate others to conduct or manage investigations on its behalf and recommend disciplinary action.

Subject to the general authority of the Board of Directors to administer this Code, the Company's General Counsel will be responsible for investigating violations and determining appropriate disciplinary action for other employees, agents and contractors. The Company's General Counsel may designate others to conduct or manage investigations on her behalf and recommend disciplinary action. The Company's General Counsel will periodically report Code violations and the corrective actions taken to the Board of Directors or its

designated committee. The Board of Directors reserves the right to investigate violations and determine appropriate disciplinary action on its own or to designate others to do so in place of, or in addition to, the Company's General Counsel

comScore will promptly investigate any suspected violations. If it is determined that evidence of a violation exists, the individual subject to investigation will be notified. The subject of an investigation will have an opportunity to respond to any allegations made against him or her. A person suspected of violating the Code may be suspended with or without pay while an investigation is conducted. The company will follow local grievance procedures in jurisdictions where such procedures apply.

Disciplinary action

comScore will take appropriate action against any employee, agent or contractor whose actions are found to violate the Code. Disciplinary actions may include, at the company's sole discretion, oral or written reprimand, suspension or immediate termination of employment or business relationship, or any other disciplinary action or combination of disciplinary actions as deemed appropriate to the circumstances. A record of the disciplinary action will be retained in the employee's personnel file.

In determining what disciplinary action is appropriate in a particular case, the company will take into account all relevant information, including the nature and severity of the violation, any history of warnings and violations, whether the violation appears to have been intentional or inadvertent and whether the violator reported his or her own misconduct. The company will strive to enforce the Code in a consistent manner while accounting for all relevant information. An alleged violator may make a written request for reconsideration within 14 days of notification of the final disciplinary decision.

Where the company has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Certain violations of this Code may also be subject to civil or criminal prosecution by governmental authorities and others. Where laws have been violated, the company will report violators to the appropriate authorities.

PROCEDURAL MATTERS

Distribution

All employees will receive a copy of this Code at the time they join the company and will receive periodic updates. Agents and contractors should also be provided with a copy of the Code.

Acknowledgment

All new employees must sign an acknowledgment form confirming that they have read the Code and that they understand and agree to comply with its provisions. Signed acknowledgment forms will be kept in your personnel file. Failure to read the Code or to sign an acknowledgement form does not excuse any person from the terms of the Code.

Approvals and waivers

Except as otherwise provided in the Code, the Board of Directors or its designated committee must review and approve any matters requiring special permission under the Code for a member of the Board of Directors or an executive officer. Except as otherwise provided in the Code, the Chief Financial Officer and the General Counsel must review and approve any matters requiring special permission under the Code for any other employee, agent or contractor.

Any waiver of any provision of this Code for a member of the Board of Directors or an executive officer must be approved in writing by the Board of Directors or its designated committee and promptly disclosed, along with the reasons for the waiver, to the extent required by law or regulation. Any waiver of any provision of this Code with respect to any other employee, agent or contractor must be approved in writing by the Chief Financial Officer and the General Counsel.

Copies of approvals and waivers will be retained by the company.

ADDITIONAL INFORMATION

Nothing in this Code of Business Conduct and Ethics creates or implies an employment contract or term of employment. Employment at the company is employment at-will. Employment at-will may be terminated with or without cause and with or without notice at any time by the employee or the company. Nothing in this Code shall limit the right to terminate employment at-will. No employee of the company has any authority to enter into any agreement for employment for a specified period of time or to make any agreement or representation contrary to the company's policy of employment at-will. Only the Company's General Counsel has the authority to make any such agreement, which must be in writing.

The policies in this Code do not constitute a complete list of company policies or a complete list of the types of conduct that can result in discipline, up to and including discharge.

**ACKNOWLEDGMENT
CODE OF BUSINESS CONDUCT AND ETHICS**

- I acknowledge that I have received and read the company's Code of Business Conduct and Ethics.
- I acknowledge that I understand the standards, policies and procedures contained in the Code of Business Conduct and Ethics and understand that there may be additional standards, policies, procedures and laws relevant to my position.
- I agree to comply with the Code of Business Conduct and Ethics.
- I acknowledge that if I have questions concerning the meaning or application of the Code of Business Conduct and Ethics, any company policies, or the legal or regulatory requirements applicable to my position, it is my responsibility to seek guidance from my manager, the Company's General Counsel, or other relevant individuals or departments.
- I acknowledge that neither this Acknowledgement nor the Code of Business Conduct and Ethics is meant to vary or supersede the regular terms and conditions of my employment by the company or to constitute an employment contract.

(print name)

(signature)

(date)

Please sign and return this form to Christiana Lin, the Company's General Counsel.