



Nominating and Governance Committee Charter

PURPOSE

The purpose of the Nominating and Governance Committee (the "**Committee**") is to ensure that the Board of Directors (the "**Board**") of comScore, Inc., a Delaware corporation (the "**Company**"), is properly constituted to meet its fiduciary obligations to stockholders and the Company and that the Company has and follows appropriate corporate governance standards. To carry out this purpose, the Nominating and Governance Committee shall:

- Assist the Board by identifying and recommending prospective director nominees, in each case, qualified to become Board members, for election at the next annual meeting of stockholders;
- Develop and recommend to the Board the corporate governance principles applicable to the Company;
- Oversee the performance evaluations of the Board and management;
- Recommend nominees to the Board to serve on each committee; and
- Undertake those specific responsibilities listed below and such other duties or responsibilities as the Board may from time to time prescribe.

COMMITTEE MEMBERSHIP AND ORGANIZATION

- The Committee shall be comprised of no fewer than two (2) members.
- The members of the Committee shall meet the independence requirements of the NASDAQ Stock Market, except as otherwise permitted by the rules of the NASDAQ Stock Market, and the Securities and Exchange Commission (the "**SEC**").
- The chairperson and members of the Committee shall be appointed and replaced by the Board

COMMITTEE RESPONSIBILITIES AND AUTHORITY

To the extent it deems necessary or appropriate, the Committee shall:

Corporate Governance Generally

- Develop principles of corporate governance and recommend such principles to the Board for its consideration and approval;
- Review annually the principles of corporate governance approved by the Board to ensure that they remain relevant and are being complied with;
- Determine and recommend ways to enhance communications and relations with stockholders;
- Oversee the evaluation of the Company's management;
- Periodically review this Charter and the Committee's established processes and procedures;
- Oversee the Board's performance and self-evaluation process, including conducting surveys of director observations, suggestions and preferences regarding how effectively the Board operates. The Committee also will evaluate the participation of members of the Board in continuing education activities in accordance with NASDAQ rules;
- Oversee compliance by the Board and its committees with applicable laws and regulations, including the NASDAQ Marketplace Rules and regulations promulgated by the SEC;
- Review and re-examine this Charter on a periodic basis and make recommendations to the Board regarding any proposed changes; and
- Review annually the Committee's own performance against responsibilities outlined in this Charter and as otherwise established by the Board.

Composition of the Board, Evaluation and Nominating Activities

- Review the composition and size of the Board and determine the criteria for membership on the Board, which may include, among other criteria, issues of character, judgment, independence, diversity, age, expertise, corporate experience, length of service and other commitments and the like;
- Conduct an annual evaluation of the Board as a whole and the Committee as a whole;
- Establish and periodically review a policy and procedures for considering stockholder nominees for election to the Board;
- Identify, consider and select, or recommend for the selection of the Board, candidates to fill new positions or vacancies on the Board, and review any candidates recommended by stockholders, provided such stockholder recommendations

are submitted in writing to the Secretary of the Company and include, among other things, the recommended candidate's name, biographical data and qualifications, and such recommendations are otherwise made in compliance with the Company's bylaws and its stockholder nominations and recommendations policy;

- Evaluate the performance of individual members of the Board eligible for re-election, and select, or recommend for the selection of the Board, the director nominees by class for election to the Board by the stockholders at the annual meeting of stockholders;
- Evaluate the performance of and, if appropriate, recommend termination of particular directors in accordance with the Board's governance principles, for cause or for other appropriate reasons; and
- Evaluate director compensation, consulting with outside consultants and/or with the Human Resources department when appropriate, and make recommendations to the Board regarding director compensation.

Committees of the Board

- Periodically review the composition of each committee of the Board and make recommendations to the Board for the creation of additional committees or the change in mandate or dissolution of committees;
- Periodically evaluate and recommend to the Board an appropriate member of the Audit Committee of the Board to serve as the "audit committee financial expert" as determined in accordance with the rules and regulations of the SEC; and
- Recommend to the Board persons to be members and chairpersons of the various committees.

Conflicts of Interest

- Review and monitor the Company's Code of Business Conduct and Ethics and Company's Code of Ethics for Principal Executive and Senior Financial Officers;
- Evaluate the "independence" of directors and director nominees against the independence requirements of the NASDAQ Marketplace Rules, applicable rules and regulations promulgated by the SEC and other applicable laws;
- Consider questions of possible conflicts of interest of members of the Board and of corporate officers; and
- Review actual and potential conflicts of interest of members of the Board and corporate officers, and clear any involvement of such persons in matters that may involve a conflict of interest.

In performing its responsibilities, the Committee shall have the authority form and delegate authority to subcommittees when appropriate and to hire and obtain advice, reports or opinions from internal or external counsel and expert advisors.

MEETINGS

The Committee will meet at least once each year and more frequently as circumstances may require. The Committee may establish its own schedule, which it will provide to the Board in advance.

MINUTES

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

REPORTS

Consistent with the Committee's charter, the Committee shall make regular reports to the Board of actions taken at its meetings.

COMPENSATION

Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion. Such fees may include retainers and per meeting fees. Fees may be paid in such form of consideration as is determined by the Board.

Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.