

## Compensation Committee Charter

### PURPOSE

The purpose of the Compensation Committee of the Board of Directors (the "**Board**") of comScore, Inc. (the "**Company**") shall be to discharge the Board's responsibilities relating to oversight of the compensation of the Company's Chief Executive Officer and other executive officers. The Compensation Committee has overall responsibility for approving and evaluating the executive officer and non-executive level employee compensation plans, policies and programs of the Company and for administering the Company's equity compensation plans.

The Compensation Committee is also responsible for reviewing and discussing with the Company's management the Compensation Discussion & Analysis for inclusion in the appropriate regulatory filings and producing a Compensation Committee Report for inclusion in the Company's annual proxy statement.

The Compensation Committee shall seek to ensure that the Company structures its compensation plans, policies and programs as to attract and retain the best available personnel for positions of substantial responsibility with the Company, to provide incentives for such persons to perform to the best of their abilities for the Company and to promote the success of the Company's business.

The Compensation Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

### MEMBERSHIP

The Compensation Committee will be appointed by and will serve at the discretion of the Board. The Compensation Committee shall consist of at least two (2) members. The members of the Compensation Committee shall meet (i) the non-employee director definition of Rule 16b-3 promulgated by the Securities and Exchange Commission (the "**SEC**") under Section 16 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), (ii) the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "**IRC**") and (iii) the independence requirements of the listing standards of the NASDAQ Stock Market.

The Compensation Committee and its chairperson will be appointed by, and will serve at the discretion of the Board, based upon the recommendation of the Company's Nominating and Governance Committee.

### COMMITTEE RESPONSIBILITIES AND AUTHORITY

The responsibilities of the Compensation Committee include the following:

- The Compensation Committee reviews and recommends to the Board specific objectives of the Company's compensation plans, policies and programs and annually reviews and approves all compensation and benefit plans for the Chief Executive Officer ("CEO") and the other executive officers of the Company including, without limitation, (a) the annual base salary, (b) the annual incentive bonus, including the specific goals and amount, (c) equity compensation, (d) employment agreements, severance arrangements, and change in control agreements/ provisions and (e) any other benefits, compensation, perquisites or arrangements, in light of those specific objectives. Equity compensation arrangements involving executive officers that are "reporting persons" for purposes of Section 16 of the Exchange Act shall be reviewed and approved by the Compensation Committee to ensure compliance with SEC Rule 16b-3. In determining the compensation and benefits of the CEO, the CEO may not be present during deliberations or voting on such matters.
- The Compensation Committee reviews the succession planning for executive officers, reports its findings and recommendations to the Board and works with the Board in evaluating potential successors to executive officer positions.

- The Compensation Committee has the authority to review and to make recommendations to the Board with respect to:
  - Amendments to the equity compensation plans adopted by the Board (the "**Plans**") and changes in the number of shares reserved for issuance thereunder; and
  - Other plans that are proposed for adoption or adopted by the Company for the provision of compensation to employees of, directors of and consultants to the Company.
- The Compensation Committee oversees and administrates the Plans within the authority delegated by the Board.
- In its administration of the Plans, the Compensation Committee may (i) grant stock options or stock purchase rights to individuals eligible for such grants, (ii) amend such stock options or stock purchase rights and (iii) take all other actions permitted under the Plans.
- The Compensation Committee approves all option grants to executive officers of the Company to ensure that such grants comply with Section 162(m) of the IRC.
- The Compensation Committee may form and delegate authority to subcommittees when appropriate.
- The Compensation Committee may authorize the repurchase of shares from terminated employees pursuant to applicable law.
- The Compensation Committee produces a report on executive compensation for inclusion in the Company's proxy statement for each annual meeting.
- The Compensation Committee shall review and discuss with management the disclosures required under the caption "Compensation Discussion & Analysis" (the "CD&A") and shall make a recommendation to the Board as to whether such CD&A shall be included, where applicable, in the Company's Annual Report on Form 10-K, annual proxy statement or any information statement.
- The Committee will prepare a report to be included in the Company's proxy statement for each annual meeting that describes the Company's executive compensation policies and practices.
- The Compensation Committee reviews and reassesses the adequacy of this Charter annually and recommends any proposed changes to the Board for approval.
- The Compensation Committee annually reviews its own performance.
- The Compensation Committee performs such other functions as assigned by law, the Company's certificate of incorporation or bylaws or the Board.

#### **MEETINGS**

The Compensation Committee will meet at least four times each year. The Compensation Committee may establish its own schedule, which it will provide to the Board in advance.

#### **MINUTES**

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

## **REPORTS**

In addition to preparing the report in the Company's proxy statement in accordance with the rules and regulations of the SEC, the Compensation Committee will summarize its examinations and recommendations to the Board as may be appropriate, consistent with the Compensation Committee's charter.

## **COMPENSATION**

Members of the Compensation Committee shall receive such fees, if any, for their service as Compensation 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 Compensation 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.

## **COMPENSATION CONSULTANTS AND OTHER ADVISORS**

The Compensation Committee may, in its sole discretion, retain or obtain the advice of an outside compensation consultant, legal counsel or other advisor (each an "Outside Compensation Advisor" and collectively the "Outside Compensation Advisors") to assist in the evaluation of the CEO's or other executive officers' compensation. While the Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Outside Compensation Advisor, the Company must provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to such Outside Compensation Advisors. Before the Compensation Committee may select, or receive advice from, an Outside Compensation Advisor, other than in-house legal counsel, it must consider the following factors:

- (i) the provision of other services to the Company by the employer of the Outside Compensation Advisor;
- (ii) the amount of fees received from the Company by the employer of the Outside Compensation Advisor, as a percentage of the total revenue of such employer;
- (iii) the conflicts of interest policies and procedures of the employer of the Outside Compensation Advisor;
- (iv) any business or personal relationship of the Outside Compensation Advisor with a member of the Compensation Committee;
- (v) any stock of the Company owned by the Outside Compensation Advisor; and
- (vi) any business or personal relationship of the Outside Compensation Advisor or its employer with an executive officer of the Company.