

**Must be
Postmarked
No Later Than
November 22, 2018**

**Nathan v. Matta et al. Shareholder Litigation
c/o GCG
PO Box 10634
Dublin, OH 43017-9234
www.NathanVMattaShareholdersLitigation.com**

SRM



Claim Number:

Control Number:

PROOF OF CLAIM FORM AND RELEASE

TO BE ELIGIBLE TO RECEIVE A SHARE OF THE NET SETTLEMENT FUND IN CONNECTION WITH THE SETTLEMENT OF THIS ACTION, YOU MUST MAIL, OR SUBMIT ONLINE, YOUR COMPLETED AND SIGNED CLAIM FORM TO THE CLAIMS ADMINISTRATOR BY FIRST-CLASS MAIL, POSTAGE PREPAID, POSTMARKED OR SUBMITTED ONLINE BY NOVEMBER 22, 2018, TO THE ADDRESS SET FORTH AT THE TOP OF THIS PAGE.

IF YOU FAIL TO SUBMIT A TIMELY, PROPERLY ADDRESSED, AND COMPLETED CLAIM FORM, YOUR CLAIM MAY BE REJECTED AND YOU MAY BE PRECLUDED FROM RECEIVING ANY PROCEEDS FROM THE SETTLEMENT.

DO NOT MAIL OR DELIVER YOUR CLAIM FORM TO THE COURT, THE PARTIES TO THIS ACTION, OR THEIR COUNSEL. SUBMIT YOUR CLAIM FORM ONLY TO THE CLAIMS ADMINISTRATOR AT THE ADDRESS SET FORTH ABOVE.

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Important - This form should be completed IN CAPITAL LETTERS using BLACK or DARK BLUE ballpoint/fountain pen. Characters and marks used should be similar in the style to the following:

A B C D E F G H I J K L M N O P Q R S T U V W X Y Z 1 2 3 4 5 6 7 0



PART I - CLAIMANT IDENTIFICATION

If you held common stock of Rentrak Corporation ("Rentrak") that was exchanged for stock of comScore, Inc. ("comScore") in the merger between Rentrak and comScore that closed on January 29, 2016 and held (or hold) the stock certificate(s) in your name, you are the beneficial owner as well as the record owner. If your stock certificate(s) were or are registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial owner and the third party is the record owner.

Name of Beneficial Owner

(First, Middle, Last if Beneficial Owner is an individual, joint owner, or IRA account; or Name of Entity if Beneficial Owner is an entity, e.g., corporation, trustee, estate, etc.):

Name of Joint Beneficial Owner, if any (First, Middle, Last):

Street Address:

City:

State:

Zip Code:

Foreign Province and Postal Code:

Country:

Email Address (Email address is not required, but if you provide it you authorize the Claims Administrator to use it in providing you with information relevant to this claim.):

Daytime Telephone Number:

Evening Telephone Number:

Account Number / Fund Number (not necessary for individual filers):

Social Security Number or Taxpayer Identification Number of Beneficial Owner(s) (Last 4 Digits):

Identify each owner of record ("nominee") if different from the beneficial owner of Rentrak common stock who forms the basis for this claim. **This claim must be made by the actual beneficial owner or owners, or the legal representative(s) of such owner or owners, of the Rentrak common stock upon which this claim is based.**

NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. To obtain the mandatory electronic filing requirements and file layout, you may visit the settlement website at www.NathanVMattaShareholdersLitigation.com or you may email the Claims Administrator's electronic filing department at eclaim@choossegcg.com. Any file not in accordance with the required electronic filing format will be subject to rejection. Only one claim should be submitted for each separate legal entity (see Part II below) and the complete name of the beneficial owner of the securities must be entered where called for (see Part II below). No electronic files will be considered to have been submitted unless the Claims Administrator issues an email to that effect after processing your file with your claim numbers and respective account information. Do not assume that your file has been received until you receive this email. If you do not receive such an email within 10 days of your submission, you should contact the electronic filing department at eclaim@choossegcg.com to inquire about your file and confirm it was received.



PART II - GENERAL INSTRUCTIONS

I. GENERAL INSTRUCTIONS

This Proof of Claim and Release form incorporates by reference the definitions in the Notice of Proposed Class Action Settlement (the "Notice") and, unless defined herein, capitalized words and terms shall have the same meanings as they have in the Notice.

To recover as a member of the Class based on your claims in the above-captioned consolidated class action (the "Action"), you must complete this Proof of Claim and Release form. If you fail to submit a properly addressed (as set forth below) Proof of Claim and Release, your claim may be rejected and you may be precluded from any recovery from the Settlement Fund created in connection with the proposed Settlement (defined below) of the Action.

Submission of this Proof of Claim and Release, however, does not ensure that you will share in the proceeds of the Settlement (defined below) in the Action.

You must submit your completed and signed Proof of Claim and Release by November 22, 2018, addressed as follows:

**Nathan v. Matta et al. Shareholder Litigation
c/o GCG
PO Box 10634
Dublin, OH 43017-9234**

A Proof of Claim and Release form shall be deemed to have been submitted when postmarked, if mailed by First Class, Registered or Certified Mail, postage prepaid or at the time of submission, if submitted online. All other Proof of Claim and Release forms shall be deemed to have been submitted at the time they are received by the Claims Administrator.

If you are **NOT** a member of the Class, as defined in the Notice, **DO NOT** submit a Proof of Claim and Release form.

If you are a member of the Class, you are bound by the terms of any Order and Final Judgment entered in the Action **whether or not you submit a Proof of Claim and Release Form, unless you submit a timely and complete request to be excluded from the Class in accordance with the terms of this Notice.**

II. CLAIM FORM

In the space provided on the following page, supply all required details of (a) the exchange of your Rentrak common stock for comScore common stock and (b) your transaction(s) in comScore common stock after the Transaction closed on January 29, 2016. If you need more space, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

Please provide all of the requested information with respect to **all** of your purchases, acquisitions, and sales of comScore common stock after January 29, 2016 through July 16, 2018, whether such transactions resulted in a profit or loss. Failure to report all such transactions may result in the rejection of your claim.

List each transaction separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list.

You must submit documentation that you held Rentrak common shares that were converted to common shares of comScore as well as of your trading history in comScore common shares after the Transaction closed through July 16, 2018. Acceptable documentation may include: (a) monthly stock brokerage or other investment account statements; (b) trade confirmation slips; (c) a signed letter from your broker on firm letterhead verifying the information you are providing; or (d) other equivalent proof of your transactions. **Do not send originals.** Broker confirmations or other documentation of your transactions should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

The requests are designed to provide the minimum amount of information necessary to process the simplest claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate your losses. In cases where the Claims Administrator cannot perform the calculation accurately or at a reasonable cost to the Class with the information provided, the Claims Administrator may condition acceptance of the claim upon the production of additional information and/or the hiring of an accounting expert at claimant's cost.



PART III - SCHEDULE OF TRANSACTIONS

A. BEGINNING HOLDINGS: How many shares of comScore common stock did you hold before the Transaction closed (i.e., shares of comScore stock that you acquired other than through the Transaction)? (If none, write "zero" or "0")	<table border="1" style="width:100%; height: 30px;"> <tr> <td style="width:12.5%;"></td> <td style="width:12.5%;"></td> <td style="width:12.5%;"></td> <td style="width:12.5%;"></td> <td style="width:12.5%;"></td> <td style="width:12.5%;"></td> <td style="width:12.5%;"></td> <td style="width:12.5%;"></td> </tr> </table> Shares								

B. TRANSACTION ACQUISITIONS: Upon the close of the merger between Rentrak and comScore on January 29, 2016 , how many shares of comScore common stock did you acquire in exchange for Rentrak common stock? (If none, write "zero" or "0"; if other than zero, this must be documented):	<table border="1" style="width:100%; height: 30px;"> <tr> <td style="width:12.5%;"></td> <td style="width:12.5%;"></td> <td style="width:12.5%;"></td> <td style="width:12.5%;"></td> <td style="width:12.5%;"></td> <td style="width:12.5%;"></td> <td style="width:12.5%;"></td> <td style="width:12.5%;"></td> </tr> </table> Shares								

C. OTHER ACQUISITIONS (FOR BALANCING ONLY): How many shares of comScore common stock did you purchase or acquire from January 29, 2016 through July 16, 2018 , inclusive (other than shares of comScore stock that you acquired through the Transaction)? (If none, write "zero" or "0.")	<table border="1" style="width:100%; height: 30px;"> <tr> <td style="width:12.5%;"></td> <td style="width:12.5%;"></td> <td style="width:12.5%;"></td> <td style="width:12.5%;"></td> <td style="width:12.5%;"></td> <td style="width:12.5%;"></td> <td style="width:12.5%;"></td> <td style="width:12.5%;"></td> </tr> </table> Shares								

D. SALES: List each individual sale, or disposition of comScore common stock from **January 29, 2016** through **July 16, 2018**, inclusive, as follows:

Date(s) of Sale (List Chronologically) (Month/Day /Year)	Number of Shares of Common Stock Sold / Disposed	Price Per Share of Common Stock	Total Sale Price (excluding taxes, commissions and fees)
/ /		.	.
/ /		.	.
/ /		.	.
/ /		.	.
/ /		.	.
/ /		.	.
/ /		.	.
/ /		.	.
/ /		.	.
/ /		.	.

E. ENDING HOLDINGS: How many shares of comScore common stock did you hold as of the open of trading on July 16, 2018 ? (If none, write "zero" or "0"; if other than zero, this must be documented).	<table border="1" style="width:100%; height: 30px;"> <tr> <td style="width:12.5%;"></td> <td style="width:12.5%;"></td> <td style="width:12.5%;"></td> <td style="width:12.5%;"></td> <td style="width:12.5%;"></td> <td style="width:12.5%;"></td> <td style="width:12.5%;"></td> <td style="width:12.5%;"></td> </tr> </table> Shares								

IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS YOU MUST
 PHOTOCOPY THIS PAGE AND CHECK THIS BOX
 IF YOU DO NOT CHECK THIS BOX THESE ADDITIONAL PAGES WILL NOT BE REVIEWED

**PART IV - SUBMISSION TO JURISDICTION OF COURT, ACKNOWLEDGEMENTS AND RELEASES**

Please review the following submission to jurisdiction and sign below on page 7.

I submit this Proof of Claim and Release under the terms of the Stipulation of Settlement dated as of July 16, 2018 (“Stipulation”), and in connection with the settlement (the “Settlement”) of certain claims against Ernst & Young LLP (“EY”) contemplated therein. I also submit to the jurisdiction of the Circuit Court of the State of Oregon for the County of Multnomah, with respect to my claim as a Class member and for purposes of enforcing the release set forth herein. I further acknowledge that I am bound by and subject to the terms of any Order and Final Judgment (defined below) that may be entered in the Action. I agree to furnish additional information to Class Counsel and/or the Claims Administrator to support this claim if required to do so. I have not submitted any other claim covering the conversion of my shares of Rentrak common stock to shares of comScore common stock and know of no other person or entity having done so on my behalf.

Please review the following release of claims against Defendants and sign below on page 7.

I hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, release, relinquish and discharge all of the Settled Claims (defined below) against the EY Releasees as contemplated in the Stipulation.

The Stipulation contemplates the issuance of an order and final judgment which shall dismiss the Action with prejudice and bar all of the Settled Claims against the EY Releasees.

The Stipulation defines those key terms as follows:

The “Class” means (a) all record and beneficial holders of Rentrak stock whose Rentrak stock was, upon the closing of the merger between Rentrak and comScore on January 29, 2016, converted to comScore stock issued pursuant to comScore’s Registration Statement on Form S-4 (File No. 333-207714), filed with the SEC and declared effective on December 23, 2015, excluding (a) Defendants, and any person who was an officer or director of Rentrak Corporation, comScore, Inc., or a partner of Ernst & Young LLP on January 29, 2016 (“Excluded Persons”); and (b) Opt-Out Members.

The “Settling Parties” are Plaintiffs and EY.

The “EY Releasees” means, in any capacity, EY, Ernst & Young Global Limited, each member firm of Ernst & Young Global Limited (together with EY and Ernst & Young Global Limited, the “EY Entities”), and any and all of the EY Entities, past, present, and future partners, directors, principals, officers, employees, subsidiaries, affiliates, divisions, predecessors, successors, assigns, attorneys, stockholders, accountants, auditors, advisors, trustees, administrators, fiduciaries, consultants, representatives, insurers, and agents, in their respective capacities as such.

The “*Federal Securities Action*” means *Fresno County Employees’ Retirement Association, et al. v. comScore, Inc., et al.*, No. 1:16-cv-01820 (S.D.N.Y.), and all actions consolidated therein.

The “*Oregon Section 11 Actions*” means collectively the *Nathan v. Matta, et al.*, 16CV32458 (Multnomah County, Oregon) and *Hulme v. Matta, et al.*, 17CV11445 (Multnomah County, Oregon), which were consolidated.

The “Action” means the consolidated action captioned *Nathan v. Matta, et al.*, Lead Case No. 16CV32458 (Multnomah County, Oregon).

The “Settled Claims” means any and all claims, suits, actions, appeals, causes of action, damages (including, without limitation, compensatory, punitive, exemplary, rescissory, direct, consequential or special damages, restitution, and disgorgement), demands, rights, debts, penalties, costs, expenses, fees, injunctive relief, attorneys’ fees, expert or consulting fees, prejudgment interest, indemnities, duties, liabilities, losses, or obligations of every nature and description whatsoever, including both known claims and Unknown Claims (as defined below), whether or not concealed or hidden, fixed or contingent, direct or indirect, anticipated or unanticipated, asserted or that could have been asserted by Plaintiffs, whether legal, contractual, rescissory, statutory, or equitable in nature, whether arising under federal, state, common or foreign law, that are based upon, arise from, or relate to: (a) Plaintiffs’ investments in comScore securities, including the purchase, acquisition, sale, or holding of comScore securities in exchange for stock of Rentrak via the Transaction; (b) the subject matter of the Action; or (c) the facts alleged or that could have been alleged in any complaint filed in the Action. For the avoidance of doubt, Plaintiffs and the Settlement Class do not release: (a) any claim asserted against any defendant named in the *Federal Securities Action* or (b) any claim asserted against the Individual Defendants in the Action other than EY.



PART IV - SUBMISSION TO JURISDICTION OF COURT, ACKNOWLEDGEMENTS AND RELEASES (CONTINUED)

The "EY Releasees' Claims" means all claims and causes of action of every nature and description, including both known claims and Unknown Claims (as defined below), whether arising under federal, state, common or foreign law, that arise out of or relate to the institution, prosecution, or settlement of the claims against EY, except for claims relating to the enforcement of the Settlement.

The "Released Claims" are the Settled Claims and the EY Releasees' Claims.

The "Released Parties" are the Released Plaintiff Parties and the EY Releasees.

"Unknown Claims" means (a) any claim that any of the Released Plaintiff Parties does not know or suspect to exist in his, her or its favor at the time of the Effective Date, including claims which, if known by him, her or it, might have affected his, her or its settlement with and release of the EY Releasees, or might have affected his, her or its decision(s) with respect to the Settlement, including the decision to object to the terms of the Settlement or to exclude himself, herself, or itself from the Class; and (b) any claim that any EY Releasee does not know or suspect to exist in his, her or its favor at the time of the Effective Date, including claims which, if known by him, her or it, might have affected his, her or its settlement with and release of the Released Plaintiff Parties, or might have affected his, her or its decision(s) with respect to the Settlement. With respect to any and all Released Claims, the Settling Parties stipulate and agree that, upon the Effective Date, the Settling Parties shall expressly waive, and each other Released Party shall be deemed to have waived, and by operation of the Judgment shall have expressly waived, any and all provisions, rights, and benefits conferred by California Civil Code §1542 and any law of any state or territory of the United States, or principle of common law or foreign law, which is similar, comparable or equivalent to California Civil Code §1542, which provides:

A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM OR HER MUST HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR.

The Released Parties may hereafter discover facts in addition to or different from those that any of them now know or believe to be true related to the subject matter of the Released Claims, but the Settling Parties shall expressly, fully, finally, and forever waive, compromise, settle, discharge, extinguish, and release, and each other Released Party shall be deemed to have waived, compromised, settled, discharged, extinguished, and released, and by operation of the Judgment shall have waived, compromised, settled, discharged, extinguished, and released, fully, finally, and forever, any and all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, disclosed or undisclosed, matured or unmatured, which now exist, may exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct that is negligent, reckless, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. The Released Parties acknowledge that the inclusion of "Unknown Claims" in the definition of Released Claims was separately bargained for and is a key element of the Settlement.

This release shall be of no force or effect unless and until the Court approves the Stipulation and upon entry of the Final Approval Order or an Alternate Judgment.

Please review the following representations and sign below.

I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

I (We) hereby warrant and represent that I (we) have included accurate information about my (our) shares of Rentrak common stock that were converted to shares of comScore common stock in connection with the merger between Rentrak and comScore that closed on January 29, 2016.

I (We) hereby warrant and represent that I (we) have included accurate information about all of my (our) purchases or acquisitions of comScore common stock that occurred after January 29, 2016, the number of shares of comScore common stock held before the Transaction closed, and the number of shares of comScore common stock held as of the open of trading on July 16, 2018.



PART IV - SUBMISSION TO JURISDICTION OF COURT, ACKNOWLEDGEMENTS AND RELEASES (CONTINUED)

I (We) hereby warrant and represent that I (we) am (are) a member of the Class and am neither an Excluded Person nor have sought exclusion from the Class.

I declare under the penalty of perjury under the laws of the United States of America that the foregoing information supplied by the undersigned is true and correct.

I (We) certify that I am (we are) not subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code. (Note: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike out the prior sentence.)

Executed this ____ day of _____ in _____
(Month) (Year) (City, State, Country)

All joint beneficial purchasers must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of persons and/or entities represented by them, and documentation of their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

Signature of Claimant

Printed name of Claimant

Date

Capacity of person signing above, e.g., Beneficial Purchaser(s),
Administrator, Executor, Trustee, Custodian, Power of Attorney, etc.

Proof of Authority to File Enclosed? ____ Yes ____ No

Signature of Joint Claimant, if any

Printed name of Joint Claimant, if any

Date

Capacity of person signing above, e.g., Beneficial Purchaser(s),
Administrator, Executor, Trustee, Custodian, Power of Attorney, etc.

Proof of Authority to File Enclosed? ____ Yes ____ No

**Accurate claims processing takes a significant amount of time.
Thank you for your patience.**

**REMINDER CHECKLIST**

1. Please sign the Certification section of the Proof of Claim and Release on Page 7.
2. If this claim is being made on behalf of joint beneficial claimants, both must sign.
3. Remember to attach supporting documentation.
4. Do not send original stock certificates.
5. Keep a copy of your Proof of Claim and Release form and all documents submitted for your records.
6. If you desire an acknowledgement of receipt of your claim form, please send it Certified Mail, Return Receipt Requested.
7. If you move, please send the Claims Administrator your new address.

***THIS FORM AND YOUR SUPPORTING DOCUMENTATION
MUST BE SUBMITTED NO LATER THAN NOVEMBER 22, 2018***

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