

**IN THE CIRCUIT COURT FOR THE STATE OF OREGON  
FOR THE COUNTY OF MULTNOMAH**

IRA S. NATHAN,  
Plaintiffs,  
v.  
SERGE MATTA, et al,  
Defendants.

Lead Case No. 16CV32458

Assigned to Hon. Jerry B. Hodson

**NOTICE OF PENDENCY OF CLASS ACTION AND PROPOSED SETTLEMENT WITH ERNST & YOUNG LLP AND  
MOTION FOR ATTORNEYS' FEES AND EXPENSES**

**TO: ALL HOLDERS OF RENTRAK CORPORATION ("RENTRAK") COMMON STOCK WHOSE RENTRAK  
SHARES WERE EXCHANGED FOR COMMON STOCK OF COMSCORE, INC. ("COMSCORE") UPON THE  
CLOSING OF THE MERGER BETWEEN RENTRAK AND COMSCORE ON JANUARY 29, 2016 (THE  
"TRANSACTION").**

**PLEASE BE ADVISED, IF YOU SUBMITTED A CLAIM, OBJECTION, OR EXCLUSION REQUEST IN  
CONNECTION WITH ANY OTHER CASE INVOLVING COMSCORE, RENTRAK, OR ERNST & YOUNG LLP,  
THAT REQUEST DOES NOT APPLY TO THIS SETTLEMENT AND YOU WILL BE REQUIRED TO FILE  
ANOTHER CLAIM.**

**YOU MAY BE ENTITLED TO A PAYMENT FROM THIS PROPOSED SETTLEMENT**

*THIS NOTICE WAS AUTHORIZED BY THE CIRCUIT COURT FOR THE STATE OF OREGON FOR THE  
COUNTY OF MULTNOMAH ("THE COURT"). IT IS NOT A LAWYER SOLICITATION. PLEASE READ THIS  
NOTICE CAREFULLY AND IN ITS ENTIRETY.*

- If approved by the Court,<sup>1</sup> the proposed Settlement with Ernst & Young LLP ("EY" or Defendant") will create a \$4,750,000 settlement fund (the "Settlement Fund") for the benefit of former stockholders of Rentrak whose shares were exchanged for comScore stock upon the closing of the Transaction.
- The Settlement resolves all claims against EY in the lawsuit pending in this Court, which alleges violations of Section 11 of the Securities Act of 1933, and releases all Settled Claims (as defined herein) against each and all of the EY Releasees (as defined herein) with prejudice.
- The Court will review the Settlement at the Settlement Hearing to be held on November 13, 2018 at 8:30 a.m. to (1) approve the Settlement of the Action for \$4,750,000 in cash to be paid to the Class (defined herein) as fair, reasonable and adequate; (2) enter judgment dismissing with prejudice, extinguishing or otherwise releasing the Actions and all Released Claims (defined herein); (3) if the Court approves the Settlement, determine whether and in what amount the Court should award Class Counsel attorneys fees' and reimburse Class Counsel for expenses from the Settlement Fund (defined herein); and (4) consider such other matters as may properly come before the Court.
- This Notice provides information about how to make a claim for payment from the Settlement Fund, object to the proposed Settlement, or request exclusion from the Class.
- **Your legal rights are affected whether you act or do not act. Read this notice carefully.**

---

<sup>1</sup> All capitalized terms not otherwise defined in this document shall have the meaning provided in the Stipulation of Settlement with Ernst & Young LLP dated July 16, 2018 (the "Stipulation")

| YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT |                                                                                                                                                                                                       |
|--------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>SUBMIT A CLAIM FORM BY NOVEMBER 22, 2018</b>  | The <i>only</i> way to get a payment is to submit a claim form in connection with this Settlement. (See Claims Process below)                                                                         |
| <b>EXCLUDE YOURSELF BY OCTOBER 23, 2018</b>      | You get no payment. This is the <i>only</i> option for you to remove yourself from the Class and potentially pursue claims against EY and any released parties as defined in the Settlement Agreement |
| <b>OBJECT BY OCTOBER 23, 2018</b>                | Write to the Court and object to the Settlement, the proposed Plan of Allocation and/or the motion for attorneys' fees and expenses. You will <u>not</u> be excluded from the Class                   |
| <b>DO NOTHING</b>                                | You will not get a payment if you do not submit a claim and you give up any future rights you might have should you exclude yourself or object.                                                       |

This Notice is not an expression of any opinion by the Court as to the merits of the claims or defenses asserted in the Action.

### **BASIC INFORMATION**

#### **1. Why did I get this notice package?**

You or someone in your family may have owned Rentrak stock that was converted to comScore shares at the January 29, 2016 closing of the merger between comScore and Rentrak, and may be a Class Member in this Action. This package explains the Action, the Settlement, Class Members' legal rights, what benefits are available who is eligible for them and how to get them.

The Court directed that this Notice be sent to Class Members because the Court certified a class and Class members have a right to know about a proposed settlement of this lawsuit, and about all of their options, before the Court decides whether to approve the Settlement. If approved, the Settlement will end the Action and all of the Class's claims against EY. The Court will review the Settlement at a Settlement Hearing on November 13, 2018 at 8:30 a.m. If the Court approves the Settlement, and after any objections and appeals are resolved, the claims administrator appointed by the Court will make the payments that the Settlement allows. The Court in charge of the case is the Circuit Court for the State of Oregon for the County of Multnomah, and the case is known as *Nathan v. Matta et al.*, Lead Case No. 16CV32458. This case was assigned to the Honorable Jerry B. Hodson.

#### **2. What is this lawsuit about and what has happened so far?**

This case arises out of a merger between Rentrak Corporation and comScore in which shares of comScore common stock were issued to Rentrak stockholders on the closing of the Transaction on January 29, 2016. comScore has since disclosed that the Registration Statement used in connection with the Transaction and the issuance of comScore shares to the Rentrak stockholders contained inaccurate financial information that can no longer be relied upon. EY was comScore's independent auditor since 2000, and thus served as the independent auditor for certain of comScore's financial statements that were included in the Registration Statement.

Plaintiffs filed this case on October 3, 2016 against Serge Matta, Melvin Wesley III, Magid M. Abraham, Gian M. Fulgoni, Russell Fradin, William J. Henderson, William Katz, Ronald J. Korn, and Joan Lewis (collectively, the "Individual Defendants") as well as EY (collectively with the Individual Defendants, the "Defendants") on behalf of a class of former shareholders of Rentrak whose shares were converted to shares of comScore upon the closing of the merger between Rentrak and comScore. Plaintiffs claimed Defendants are strictly liable for the losses that Plaintiffs and the Class have incurred as a result of certain untrue statements of material fact contained in the Registration Statement under Section 11 of the Securities Act of 1933.

After attempts to remove and/or stay the litigation, on April 24, 2017 the Individual Defendants and EY moved to dismiss the Complaint.

On August 4, 2017, the Court held a hearing on the motions to dismiss, and after oral argument, denied all Defendants' motions, including the motion of EY. A formal order denying the motions was entered by the Court on August 30, 2017.

A related class action lawsuit was filed in the United States District Court for the Southern District of New York against a number of defendants, including all of the Individual Defendants in this case (the “*Federal Securities Action*”). The caption of that case is *Fresno County Employees’ Retirement Association, et al. v. comScore, Inc., et al.*, No. 1:16-cv-01820-JGK. On June 7, 2018, the Honorable John G. Koeltl of the U.S. District Court for the Southern District of New York granted final approval of the settlement (the “*Federal Settlement*”) in the *Federal Securities Action*. If you are receiving this Notice, you may be a member of the Class in the *Federal Securities Action* and may have received a separate Notice regarding the *Federal Settlement*. More information about the *Federal Settlement* is available at <http://www.comscoresecuritieslitigation.com>.

This settlement described by this Notice does not release any claims asserted in the *Federal Securities Action* nor does it provide for any recovery from any of the defendants in the *Federal Securities Action*. EY is not a defendant in the *Federal Securities Action*. **If you submitted a claim, objection, or exclusion request in connection with the Federal Settlement, that request does not apply to this Settlement and you will be required to file another claim, object, or exclusion request.**

On December 5, 2017 and February 14, 2018, respectively, the Court held hearings on Plaintiffs’ motion for class certification, appointment of John Hulme as Class Representative, and approval of his selection of Class Counsel. Following the December 5, 2017 hearing, the court deferred ruling on the motion for class certification pending developments on the then-pending settlement in the *Federal Securities Action* and set an additional hearing for February 14, 2018. Following oral argument on February 14, 2018, the Court granted Plaintiffs’ motion for class certification with respect to EY only. Later, on March 12, 2018, the Court entered an Order to that effect.

Preliminary settlement discussions between Plaintiffs and EY commenced in late January 2018, with a mediation scheduled in March 2018. Ultimately, the Settling Parties mediated with the Honorable Layn R. Phillips, a retired United States District Court Judge, on March 26, 2018, which did not result in a settlement. Plaintiffs and EY continued the settlement discussions after the mediation and on April 15, 2018, as a result of post-mediation communications between Judge Phillips and the Settling Parties, reached an agreement-in-principle to resolve the claims asserted against EY in the Action. On April 18, 2018, the Settling Parties executed a term sheet and then proceeded to negotiate the full terms of the Settlement.

EY denies all allegations of wrongdoing contained in the Complaint and denies that it is liable. The Settlement should not be seen as an admission or concession on the part of EY about any of the claims, its fault or liability for damages.

**3. Why is this a class action?**

In a class action, one or more people called class representatives sue on behalf of people or entities, known as “class members,” who have similar claims. A class action allows one court to resolve in a single case many similar claims that, if brought separately by individuals, might be economically so small that they would never be brought. One court resolves the issues for all class members, except for those who exclude themselves, or “opt out,” from the class (discussed below). Following oral argument on February 14, 2018, the Court granted Plaintiffs’ motion for class certification with respect to EY only. Later, on March 3, 2018, the Court entered an implementing Order to that effect, which certified the Action as a class action on behalf of the Class (“*Class Certification Order*”) and appointed Plaintiff John Hulme as Class Representative, and approved his selection of counsel as Class Counsel.

**4. Why is there a settlement?**

The Court did not finally decide in favor of the Plaintiffs or EY. The Settlement will end all the claims against EY in the Action and avoid the uncertainties and costs of further litigation and any future trial. Affected investors will get compensation immediately, rather than after the time it would take to conduct additional discovery, including depositions, complete motion practice on the discovery, brief summary judgment, have a trial and exhaust all appeals. The Settlement was reached after the Plaintiffs conducted a thorough investigation, briefed motions to dismiss the claims, reviewed over 900,000 pages of documents produced during the course of the Action, conducted multiple depositions, consulted extensively with experts in the fields of accounting and damages, and engaged in arm’s-length negotiations about a settlement. Preliminary settlement discussions between Plaintiffs and EY commenced in late January 2018, with a mediation scheduled for March. Ultimately, the Settling Parties mediated with the Honorable Layn R. Phillips, a retired United States District Court Judge, on March 26, 2018, which did not result in a settlement. Plaintiffs and EY continued the settlement discussions after the mediation and on April 15, 2018, as a result of post-mediation communications between Judge Phillips and the Settling Parties, reached an agreement in principle to resolve the Action. On April 18, 2018, the Settling Parties executed a term sheet and then proceeded to negotiate the full terms of the Settlement.

## WHO IS IN THE SETTLEMENT?

To see if you will get money from this Settlement, you first have to decide if you are a member of the Class.

### 5. How do I know if I am part of the settlement?

Judge Hodson has certified a Class of all record and beneficial holders of Rentrak Corporation stock whose Rentrak Corporation stock was, upon the closing of the merger between Rentrak and comScore, Inc. ("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 Securities and Exchange Commission and declared effective on December 23, 2015 (the "Registration Statement"). Excluded from the Class are 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 (the "Excluded Persons"). As set forth in this Notice, you can ask to be excluded from the Class by making a timely opt-out request.

### 6. Are there exceptions to being included?

There are some people who cannot be in the Class. The excluded persons are: (a) the current or former Defendants in the Action; (b) any person who was an officer or director of Rentrak Corporation, comScore, Inc., or a partner of Ernst & Young LLP on January 29, 2016; and (c) any Person who timely and validly seeks exclusion from the Class.

### 7. I am still not sure if I am included?

If you are still not sure whether you are included, you can ask for free help from the Claims Administrator: *Nathan v. Matta et al. Shareholder Litigation*, c/o GCG, PO Box 10634, Dublin, OH 43017-9234; (888) 876-4192; [www.NathanVMattaShareholdersLitigation.com](http://www.NathanVMattaShareholdersLitigation.com)

## THE SETTLEMENT BENEFITS – WHAT YOU GET

### 8. What does the settlement provide?

In the Settlement, EY has agreed to fund a \$4,750,000 (before interest) account to be divided, after deduction of Court-awarded attorneys' fees and expenses, Court-approved costs and expenses, settlement administration costs and any applicable taxes ("Net Settlement Fund"), among all members of the Class who timely submit valid claims.

### 9. How much will my payment be?

The Plan of Allocation discussed on pages 19-22 explains how claimants' "Recognized Loss Amount" will be calculated. Your share of the Net Settlement Fund will depend on several things, including: (a) the amount of Recognized Loss Amount of other members of the Class; (b) how many shares of Rentrak stock you owned which were converted to comScore stock on January 29, 2016; (c) whether or when you sold them (and, if so, for how much you sold them). It is unlikely that you will get a payment for your entire Recognized Loss Amount, given the number of potential members of the Class. After all members of the Class have submitted their claims, the payment you get will be a portion of the Net Settlement Fund. Your share will be your Recognized Loss Amount divided by the total of all Class Members' Recognized Losses and then multiplied by the total amount in the Net Settlement Fund. See the Plan of Allocation beginning on page 19 for more information.

Once all the claims are processed and calculated, Class Counsel, without further notice to the Class, will apply to the Court for an order distributing the Net Settlement Fund to the members of the Class. Class Counsel will also ask the Court to approve payment of the Claims Administrator's fees and expenses incurred in connection with administering the Settlement that have not already been reimbursed.

## HOW YOU GET A PAYMENT – SUBMITTING A CLAIM FORM

### 10. How can I get a payment?

In order to qualify for a payment, you must timely submit a Proof of Claim. A Proof of Claim is enclosed with this Notice. Read the instructions carefully, fill out the Proof of Claim, include all of the required documents, sign it, and mail

so that it is **postmarked no later than November 22, 2018** or submit online **no later than November 22, 2018**. If you do not submit a valid Proof of Claim form with all of the required information, you will not receive a payment from the Net Settlement Fund; however, you will still be bound in all other respects by the Settlement, the Judgment, and the releases contained therein.

#### **11. When would I get my payment?**

The Court will hold a hearing on November 13, 2018 at 8:30 a.m., to decide whether to approve the Settlement. All claims need to be submitted postmarked on or before November 22, 2018. If the Court approves the Settlement, there may still be appeals which would delay payment, perhaps for more than a year. It also takes time for all the claims to be processed. Please be patient.

#### **12. What am I giving up to get a payment or stay in the Class?**

Unless you exclude yourself, you will stay in the Class, which means that if the Settlement becomes effective (the "Effective Date"), you will forever give up and release all Settled Claims. You will not in the future be able to bring a case asserting any Settled Claims. 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) or unknown, 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.

"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.

## EXCLUDING YOURSELF FROM THE SETTLEMENT

If you do not want a payment from this Settlement, but you want to keep any right you may have to sue or continue to sue the EY Releasees on your own about the Settled Claims, then you must take steps to exclude yourself from the Settlement. Excluding yourself is known as “opting out” of the Class. EY may terminate the Settlement if a certain amount of eligible members of the Class opt-out from the Class.

### 13. How do I get out of the settlement?

To “opt-out” (exclude yourself) from the Class, you must send a signed letter by First-Class Mail stating that you “request exclusion from the Class in *Nathan v. Matta et al.*, Lead Case No. 16CV32458.” Your letter must state the number of shares of Rentrak that were converted to comScore shares at the time of the closing of the Transaction on January 29, 2016, and the date of any sales of such shares prior to October 3, 2016. This information is needed to determine whether you are a member of the Class. In addition, you must include your name, address, telephone number, and your signature. You must mail your exclusion request by First-Class Mail, so that it is received on or before October 23, 2018, to:

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

You cannot exclude yourself or opt out by telephone or by e-mail. Your exclusion request must comply with these requirements in order to be valid. If you write to request to be excluded, you will not get any settlement payment and you cannot object to the Settlement.

### 14. If I don’t exclude myself, can I sue EY for the same thing later?

No. Unless you exclude yourself, you give up any rights to sue EY and the EY Releasees for all Settled Claims. If you have a pending lawsuit speak to your lawyer in that case immediately. You must exclude yourself from this Class to continue your own lawsuit. Remember, the exclusion deadline is October 23, 2018.

### 15. If I exclude myself, can I get money from this settlement?

No. If you exclude yourself, do not send in a Proof of Claim to ask for any money. Any previously submitted claim will also not be processed in the Settlement. However, you may exercise any right you may have to sue, continue to sue or be part of a different lawsuit against EY.

### 16. Do I have a lawyer in this case?

The law firms of Block & Leviton LLP, Andrews & Springer LLC (collectively “Class Counsel”), and Stoll Berne Loking & Schlachter P.C. (“Liaison Counsel”) were appointed by the Court to represent all members of the Class. You will not be separately charged for these lawyers. The Court will determine the amount of Class Counsel’s fees and expenses, which will be paid from the Settlement Fund if they are approved. If you want to be represented by your own lawyer, you may hire one at your own expense.

### 17. How will the lawyers be paid?

Class Counsel have not received any payment for their services in pursuing the claims against EY on behalf of the Class, nor have they been reimbursed for their litigation expenses. At the Settlement Hearing described below, or at such other time as the Court may order, Class Counsel will ask the Court to award them, from the Settlement Fund, attorneys’ fees of no more than one-third (33.33%) of the Settlement Fund (including accrued interest), and to reimburse them for their litigation expenses, such as the cost of experts, that they have incurred in pursuing the Action. The fee requested by Class Counsel would compensate them for their efforts in achieving the Settlement for the benefit of the Class and for the risk in undertaking the Litigation on a contingent basis. The Court will determine the amount of the award.

## OBJECTING TO THE SETTLEMENT

You can tell the Court that you don't agree with the Settlement or some part of it.

### 18. How do I tell the Court that I don't like the settlement?

If you are a Class member, you may object to the terms of the Settlement. Whether or not you object to the terms of the Settlement, you may also object to the requested attorneys' fees, costs and expenses, and/or the Plan of Allocation. In order for your objection to be considered, you must file a signed statement with the Court, stating that you object to the proposed Settlement in *Nathan v. Matta et al.*, Lead Case No. 16CV32458. You must include your name, address, daytime telephone number, signature, and proof of Class membership, and you must state the reasons for your objection, including any evidence or legal authority you have to support your objection, as well as a sworn statement that neither you nor your counsel, if you are represented, will accept any payment or other consideration in exchange for forgoing or withdrawing an objection, or forgoing, dismissing, or abandoning an appeal from a judgment approving the Settlement.

Your objection must be filed with the Court and mailed to Class Counsel and each of Defendants' counsel whose addresses are:

Jason M. Leviton  
Joel A. Fleming  
**BLOCK & LEVITON LLP**  
155 Federal Street, Suite 400  
Boston, MA 02110  
Ph: 617-398-5600  
Fx: 617-507-6020

Peter B. Andrews  
Craig J. Springer  
David M. Sborz  
**ANDREWS & SPRINGER LLC**  
3801 Kennett Pike  
Building C, Suite 305  
Wilmington, DE 19807  
Ph: 302-504-4957  
Fx: 302-397-2681

*Class Counsel*

Stephen M. Rummage  
steверummage@dwt.com  
Tim Cunningham, OSB #100906  
timcunningham@dwt.com  
John F. McGrory, Jr., OSB #813115  
johnmcgrory@dwt.com  
**DAVIS WRIGHT TREMAINE LLP**  
1300 SW 5th Avenue #2300  
Portland, Oregon 97201  
Telephone: (503) 241-2300  
Facsimile: (503) 778-5299

Peter A. Wald  
Peter.wald@lw.com  
Kevin M. McDonough  
kevin.mcdonough@lw.com  
**LATHAM & WATKINS KKP**  
505 Montgomery Street  
Suite 2000  
San Francisco, CA 94111-6538  
Telephone: (415) 391-0600  
Facsimile: (415) 395-8095

*Counsel For Defendant Ernst & Young LLP*

Any objection must be filed by October 23, 2018. The Court's address is Clerk of the Court, Multnomah County Circuit Court, 1021 S.W. Fourth Ave, Portland, OR 97204.

It is not necessary to attend the Fairness Hearing to object to the Settlement. But Class members who have submitted an objection in the manner and time period described in this Notice may be heard, or have an attorney speak on their behalf, at the Fairness Hearing. If you or your attorney plan to be heard, you must indicate in your written objection your intention to appear and identify any witnesses or exhibits you intend to introduce. If you plan to have your attorney speak on your behalf, your attorney must, on or before October 23, 2018, file a Notice of Appearance in this action with the Clerk of the Court and deliver a copy to all counsel listed above. Unless otherwise directed by the Court, any Class member who does not make his, her or its objection in the manner provided shall be deemed to have waived all objections to the Settlement and shall be foreclosed from raising (in this proceeding or on any appeal) any objection to the Settlement, and any untimely objections shall be barred.

### 19. What is the difference between objecting and excluding?

Objecting is simply telling the Court that you do not like something about the proposed Settlement. You can still submit a Claim and recover from the Settlement. You can object only if you stay in the Class. Excluding yourself is telling

the Court that you do not want to be part of the Class. If you exclude yourself, you have no basis to object because the case no longer affects you.

### **THE COURT'S FAIRNESS HEARING**

The Court will hold a hearing to decide whether to approve the settlement. You may attend and you may speak, but you don't have to.

#### **20. When and where will the Court decide whether to approve the settlement?**

The Court will hold a Fairness Hearing on November 13, 2018 at 8:30 a.m., before the Honorable Jerry B. Hodson at the Circuit Court for the State of Oregon for the County of Multnomah, 1021 SW 4th Ave, Portland, Oregon, for the purpose of determining whether to: (1) approve the Settlement of the Action for \$4,750,000 in cash to be paid to the Class as fair, reasonable and adequate; (2) enter judgment dismissing EY from the Action with prejudice and extinguishing and releasing all Settled Claims; (3) if the Court approves the Settlement, determine whether and in what amount the Court should award attorneys fees' and reimbursement for expenses from the Settlement Fund to Class Counsel; and (4) consider such other matters as may properly come before the Court.

Any Class member may appear at the Fairness Hearing and be heard on any of the foregoing matters; provided, however, that no such person shall be heard unless his, her, or its objection is made in conformity with the requirements set forth above.

#### **21. Do I have to come to the hearing?**

No, Class Counsel will answer questions the Court may have. But you are welcome to attend at your own expense. If you send an objection, you don't have to come to Court to talk about it. As long as you mailed your written objection on time, the Court can consider it. You may also pay your own lawyer to attend, but it is not necessary.

#### **22. May I speak at the hearing?**

If you object to the Settlement, you may ask the Court for permission to speak at the Settlement Hearing. To do so, you must include with your objection (see Question 18 above) a statement that it is your "notice of intention to appear in Nathan v. Matta et al, Lead Case No. 16CV32458 Final Approval Hearing." Persons who intend to object and want to present evidence at the Settlement Hearing must also include in their written objection the identity of any witness they may call to testify and exhibits they intend to introduce at the Settlement Hearing. You cannot speak at the hearing if you excluded yourself from the Class or if you have not provided written notice of your intention to speak at the Settlement Hearing according to the procedures described above and in the answer to Question 18.

### **IF YOU DO NOTHING**

#### **23. What happens if I do nothing at all?**

If you do nothing, and you did not submit a claim, you'll get no money. But unless you exclude yourself (See Question 13), you will not be able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against EY about the Released Claims in this case. To share in the Net Settlement Fund you must submit a Proof of Claim (see Question 10).

### **GETTING MORE INFORMATION**

#### **24. Are there more details about the settlement?**

This Notice summarizes the proposed Settlement. More details are in the Stipulation of Settlement, dated as of July 16, 2018 (the "Stipulation"). You may review the Stipulation filed with the Court and all documents filed in the Litigation during business hours at the Clerk of the Court, Multnomah County Circuit Court, 1021 S.W. Fourth Ave, Portland, OR 97204. You also can call the Claims Administrator toll free at (888) 876-4192; call Class Counsel at (617) 398-5600; write to Nathan v. Matta et al. Shareholder Litigation, c/o GCG, PO Box 10634, Dublin, OH 43017-9234; or visit the website [www.NathanVMattaShareholdersLitigation.com](http://www.NathanVMattaShareholdersLitigation.com), where you can find answers to common questions, download



copies of the Proof of Claim form, and locate other information to help you determine whether you are a member of the Class and whether you are eligible for a payment. Please Do Not Call the Court or Ernst & Young With Questions About the Settlement.

### UNDERSTANDING YOUR PAYMENT

The \$4,750,000 Settlement Amount and any interest it earns is called the Settlement Fund. The Settlement Fund, minus all taxes, costs, attorneys' fees and expenses (the Net Settlement Fund), will be distributed according to the Plan of Allocation described herein to members of the Class who timely submit valid claims that show a Recognized Loss, as defined herein, and that are allowed by the Court ("Settlement Payment Recipients").

Your share of the Net Settlement Fund will depend on how many shares of Rentrak common stock you held at the time of the closing of the Transaction, your sales of comScore stock, if any, after the Transaction closed, and the total number of valid Proofs of Claim that Class members send in.

Distributions will be made to Settlement Payment Recipients after all claims have been processed and the Court has finally approved the Settlement.

The Net Settlement Fund will be disbursed by the Claims Administrator to the Settlement Payment Recipients and will be allocated amongst the Settlement Payment Recipients as follows. Any distribution will require a \$7.50 minimum.

The Claims Administrator shall determine each Settlement Payment Recipient's *pro rata* share of the Net Settlement Fund based upon each Settlement Payment Recipient's "Recognized Claim." The Recognized Claim formula is not intended to be an estimate of the amount that a Class member might have been able to recover after a trial; nor is it an estimate of the amount that will be paid to Settlement Payment Recipients pursuant to the Settlement. The Recognized Claim formula is the basis upon which the Net Settlement Fund will be proportionately allocated to the Settlement Payment Recipients.

### CALCULATION OF RECOGNIZED LOSS AMOUNTS

Based on the formula stated below, a "Recognized Loss Amount" will be calculated for each share of comScore common stock acquired in the Transaction on January 29, 2016 in exchange for Rentrak common stock that is listed on the Proof of Claim and Release Form and for which adequate documentation is provided. If a Recognized Loss Amount calculates to a negative number under the formula below, that Recognized Loss Amount will be zero.

For each share of comScore common stock acquired in the Transaction on January 29, 2016 in exchange for Rentrak common stock, and:

- (a) Sold prior to October 3, 2016 (the date the lawsuit was filed), the Recognized Loss Amount will be:
  - (i) \$38.53 per share (comScore's closing stock price on January 29, 2016) minus
  - (ii) the sale price of the comScore common stock; or
- (b) Sold between October 3, 2016 and July 16, 2018 (inclusive), the Recognized Loss Amount will be:
  - (i) \$38.53 per share minus
  - (ii) the greater of: [A] comScore's closing stock price on October 3, 2016 of \$30.36 per share, or [B] the sale price of the comScore common stock; or
- (c) Still held as of July 16, 2018, the Recognized Loss Amount will be:
  - (i) \$38.53 per share minus
  - (ii) comScore's closing stock price on October 3, 2016 of \$30.36 per share.

### ADDITIONAL PROVISIONS

Ineligible Shares: Shares of comScore common stock purchased before or after the Transaction are not part of this Settlement.

FIFO Matching: If a Class member has more than one purchase or sale of comScore common stock, purchases and sales will be matched on a first-in, first-out ("FIFO") basis. Post-Transaction sales of comScore common stock will be matched first against any pre-Transaction purchases, and then against purchases/acquisitions in chronological order, beginning with the earliest purchase/acquisition. Shares of comScore common stock acquired in the Transaction in exchange for Rentrak common stock are deemed to have been acquired after the market closed on January 29, 2016 at a price of \$38.53 per share. Purchases and sales of comScore common stock will be deemed to have occurred on the "trade" date as opposed to the "settlement" date.

Short Sales: Under the Plan of Allocation, the Recognized Loss Amount on "short sales" is zero. For matching purposes, the date of covering a "short sale" is deemed to be the date of purchase of comScore common stock. The date of a "short sale" is deemed to be the date of sale of comScore common stock.

Options: Option contracts are not securities eligible to participate in the Settlement. For matching purposes, with respect to shares of comScore common stock sold through the assignment or exercise of an option, the sale date of comScore common stock is the assignment or exercise date of the option and the sale price of comScore common stock is the greater of: (i) the exercise price of the option; or (ii) the closing stock price on the exercise date.

Calculation of Settlement Payment Recipient's "Recognized Claim": A Settlement Payment Recipient's "Recognized Claim" under the Plan of Allocation will be the sum of his, her, or its Recognized Loss Amounts.

Determination of Distribution Amount: The Net Settlement Fund will be distributed to Settlement Payment Recipients on a pro rata basis based on the relative size of their Recognized Claims. Specifically, a "Distribution Amount" will be calculated for each Settlement Payment Recipient, which will be the Settlement Payment Recipient's Recognized Claim divided by the total Recognized Claims of all Settlement Payment Recipients, multiplied by the total amount in the Net Settlement Fund. If any Settlement Payment Recipient's Distribution Amount calculates to less than \$7.50, it will not be included in the calculation and no distribution will be made to that Settlement Payment Recipient.

If there is any balance remaining in the Net Settlement Fund after six months from the initial date of distribution of the Net Settlement Fund (whether by reason of tax refunds, uncashed checks or otherwise), Class Counsel shall, if feasible, reallocate such balance among Settlement Payment Recipients in an equitable fashion. These redistributions shall be repeated until the balance remaining in the Net Settlement Fund is no longer feasible to distribute to Class members. Thereafter, any balance that still remains in the Net Settlement Fund shall be donated to the Oregon State Bar for the funding of legal services provided through the Legal Services Program established under ORS 9.572.

Class members who do not submit acceptable Proofs of Claim will not share in the Settlement proceeds. However, the Settlement and the final Judgment releasing certain claims against EY and other released parties (as defined herein) and dismissing the Action with prejudice will nevertheless bind all Class members who do not request exclusion.

Please contact the Claims Administrator if you disagree with any determinations made by the Claims Administrator regarding your Proof of Claim. If you are unsatisfied with the determinations, you have the right to have your Proof of Claim reviewed by the Court, which retains jurisdiction over all Class members and the claims administration process. To exercise this right, you must, within twenty (20) days after the Claims Administrator mailed the notice rejecting your claim, send by First Class Mail to the Claims Administrator a notice and statement of reasons (1) indicating your grounds for contesting the rejection along with any supporting documentation, and (2) requesting a review thereof by the Court. If a dispute concerning a claim cannot be otherwise resolved, Class Counsel shall thereafter present the request for review to the Court.

EY, and their respective counsel, will have no responsibility or liability whatsoever for the investment of the Settlement Fund, the distribution of the Net Settlement Fund, the Plan of Allocation or the payment of any claim. Plaintiff and Class Counsel, likewise, will have no liability for their reasonable efforts to execute, administer, and distribute the Settlement.

DATED: August 24, 2018

APPROVED BY: JUDGE JERRY B. HODSON  
Circuit Court of the State of Oregon for the County of Multnomah