



NIELSEN HOLDINGS PLC

**COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS**

CHARTER

I. PURPOSE

The Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Nielsen Holdings plc (the "Company") shall provide assistance to the Board by, among other things:

- A. establishing the compensation philosophy of the Company;
- B. reviewing, setting and approving compensation for the CEO and other executive officers and recommending compensation for the eligible directors;
- C. establishing and administering the Company's compensation plans and granting awards thereunder;
- D. advising the Board on compensation-related disclosure to be included in the Company's annual proxy statement or annual report on Form 10-K, as applicable; and
- E. reviewing, assessing, and making recommendations to the Board and management regarding the Company's leadership development and employee experience.

II. STRUCTURE AND OPERATIONS

Composition and Qualifications

The Committee shall be comprised of three or more members of the Board, each of whom shall be determined by the Board to be “independent” under the rules of the New York Stock Exchange (“NYSE”).

Appointment and Removal

The members of the Committee shall be appointed by the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation, removal, disqualification or death. The members of the Committee may, at any time, be removed, with or without cause, by action of the Board.

Chairperson

Unless a chairperson of the Committee (the “Chairperson”) is selected by the Board, the members of the Committee shall designate a Chairperson by majority vote of the full Committee membership. The Chairperson shall be entitled to cast a vote to resolve any ties, subject to applicable law and the Company’s organizational documents. The Chairperson is expected to chair all regular sessions of the Committee and be responsible for setting the agendas for Committee meetings (in consultation with management, as appropriate). In the absence of the Chairperson, the Committee shall select another member to preside.

Delegation to Subcommittees

The Committee may form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

When appropriate to satisfy the requirements of Section 16b-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and/or Section 162(m) of the Internal Revenue Code, as amended (the “Code”) any such subcommittee shall be composed solely of two or more members who satisfy the requirements, as applicable, of a “non-employee director” within the meaning of Rule 16b-3 under the Exchange Act or an “outside director” within the meaning of Section 162(m) of the Code.

The Committee may delegate to one or more officers of the Company the authority to make grants and awards of cash or options or other equity securities to any non-Section 16 officer of the Company under the Company’s incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plan; provided that such delegation is in compliance with the relevant plan, the laws applicable to the Company and the Company’s articles of association.

III. MEETINGS

The Committee shall meet periodically as circumstances dictate. The Chairperson of the Board or any member of the Committee may call meetings of the Committee. Meetings of the Committee may be held telephonically.

All directors who are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director or member of management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

A majority of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

As part of its review and establishment of the performance criteria and compensation of designated key executives, the Committee should meet separately at least on an annual basis with the Chief Executive Officer (“CEO”), the Company’s principal human resources executive and any other corporate officers as it deems appropriate. However, the Committee should meet regularly without such officers present and, in all cases, such officer shall not be present at meetings at which such officer’s performance and compensation is being discussed and determined. The CEO may not be present during voting or deliberations with respect to determination of his or her compensation but may be present during voting or deliberations with respect to determination of the compensation of other executive officers, any executive directors and the independent directors of the Company.

IV. RESPONSIBILITIES AND DUTIES

The following functions are expected to be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate. In this regard, the Committee may, in its sole discretion, engage any compensation consultant, legal counsel or other adviser to the Committee as it deems necessary or appropriate to carry out its duties. The Committee shall be directly responsible for the appointment, compensation and oversight of such compensation consultant, legal counsel or other adviser retained by the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any compensation consultant, legal counsel or other advisers retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall undertake an independence assessment prior to selecting any compensation consultant, legal counsel or other advisors that will provide advice to the Committee (other than in-house legal counsel) taking into account such factors as may be required by the NYSE, the UK Companies Act 2006 and any other relevant legislation or regulation from time to time.

Notwithstanding the foregoing, the NYSE rules do not require a compensation consultant, legal counsel or other compensation adviser to be independent, only that the Committee consider the requisite independence factors before selecting or receiving advice from a compensation consultant, legal counsel or other compensation adviser and, the Committee may select or receive advice from any compensation consultant, legal counsel or other compensation adviser it prefers, including ones that are not independent, after considering the independence factors set forth under the NYSE rules.

The Committee shall evaluate, on at least an annual basis, whether any work provided by the Committee's compensation consultant raised any conflict of interest. Finally, it is expected that the Committee will pre-approve any services to be provided to the Company or its subsidiaries by any of the Committee's compensation consultants.

Setting Compensation for Executive Officers and Directors

1. Subject to applicable laws, establish and review the overall compensation philosophy of the Company.
2. Review and approve corporate goals and objectives relevant to CEO and other executive officers' compensation, including any annual performance objectives.
3. Evaluate the performance of the CEO in light of such goals and objectives and, together with the other independent directors of the Board, determine and approve the annual salary, bonus, equity-based incentives and other benefits, direct and indirect, of the CEO, consistent with the compensation policy approved by the shareholders.
4. Review and approve, or recommend to the Board for approval, the annual salary, bonus, equity and equity-based incentives and other benefits, direct and indirect, of the other executive officers and, if such other executive officer (or the CEO) is also a director, such compensation is consistent with the compensation policy approved by the shareholders.
5. In connection with executive compensation programs:
 - (i) review and approve, or recommend to the Board for approval, new or modified executive compensation programs;
 - (ii) review on a periodic basis the operations of the Company's executive compensation programs to determine whether they are effective in achieving their intended purpose(s);
 - (iii) establish and periodically review policies for the administration of executive compensation programs; and

- (iv) take steps to modify any executive compensation program that yields payments and benefits that are not reasonably related to executive and corporate performance.
- 6. Establish and periodically review policies in the area of senior management perquisites.
- 7. Consider policies and procedures pertaining to expense accounts of senior executives.
- 8. Review and recommend to the Board for shareholder approval at a general meeting of shareholders the general policy and annual report with regard to the compensation of directors.
- 9. Review and recommend to the Board for approval the compensation of eligible directors consistent with the compensation policy approved by the shareholders.
- 10. Discuss the results of the shareholder advisory vote on “say-on-pay” and “say-on-frequency,” with regard to the named executive officers.
- 11. Discuss the results of the shareholder vote on the general policy and annual report with regard to the compensation of directors.
- 12. Review and recommend to the Board for approval any directors’ and officers’ indemnification and insurance matters.
- 13. Review and approve, or recommend to the Board for approval, any contracts or other transactions with current or former executive officers of the Company, including consulting arrangements, employment contracts or change-in-control, severance or termination arrangements, and any amendments thereto.
- 14. Review and discuss with management, on at least an annual basis, management’s assessment of whether risks arising from the Company’s compensation policies and practices for all employees are reasonably likely to have a material adverse effect on the Company.

Monitoring Incentive and Equity-Based Compensation Plans

- 15. Review and approve, or recommend to the Board for approval, the Company’s incentive compensation plans (including any equity-based plans), and oversee the activities of the individuals responsible for administering those plans.
- 16. Review and approve, or recommend to the Board for approval, grants of all equity-based awards, including those granted pursuant to the Company’s equity-based plans.
- 17. Review the Company’s compliance with applicable laws and regulations with respect to compensation matters, including, where appropriate, ensuring that reasonable efforts are made to structure compensation programs to preserve tax deductibility, and, as and when required to qualify as performance-based compensation within the meaning of Section

162(m) of the Code, approving performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Code.

18. Monitor compliance by executives with the rules and guidelines of the Company's equity-based plans.
19. Review and monitor any employee retirement, pension, profit sharing or benefit plans. The Committee shall not act as a fiduciary with respect to any benefit plans or programs under ERISA or otherwise.
20. Review and approve any stock ownership and holding guidelines of the Company that are applicable to directors and/or executive officers of the Company and monitor compliance therewith.
21. Review and approve any applicable "clawback" policy or provision and monitor compliance therewith.

Talent Development and Employee Experience

22. Review, assess and make recommendations to the Board and management, as applicable, regarding the Company's talent development and employee experience, including, but not limited to, matters related to recruitment, development, advancement and retention of Company personnel.

Reports

23. Prepare the Compensation Committee report on executive officer compensation as required by the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.
24. Oversee the preparation of a "Compensation Discussion and Analysis" (the "CD&A") for inclusion in the Company's annual proxy statement or annual report on Form 10-K, in accordance with the rules of the SEC. The Committee shall review and discuss the CD&A with management each year and, based on that review and discussion, determine whether or not to recommend to the Board that the CD&A be included in the Company's annual proxy statement or annual report on Form 10-K, as applicable.
25. Oversee the preparation of such other compensation reports as may be required under the laws of England and Wales or other applicable rules and recommend to the Board for approval.
26. Report regularly to the Board including:
 - (i) following all meetings of the Committee;
 - (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities; and

(iii) making recommendations to the Board as the Committee may deem appropriate.

The report to the Board may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report.

27. Maintain minutes or other records of meetings and activities of the Committee.

V. ANNUAL PERFORMANCE EVALUATION

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall periodically review and reassess the adequacy of this Charter and recommend to the Board any proposed changes to this Charter that the Committee considers necessary or appropriate. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

Effective Date: December 14, 2017