



NIELSEN HOLDINGS PLC

**NOMINATION AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

CHARTER

I. PURPOSE

The Nomination and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Nielsen Holdings plc (the "Company") shall provide assistance to the Board by:

- A. Identifying individuals believed to be qualified to serve on the Board consistent with criteria approved by the Board and recommending to the Board director nominees to be elected by the shareholders at a shareholder general meeting or to be appointed by the Board to fill vacancies or newly created directorships that may occur between such meetings;
- B. Recommending to the Board those to serve on the committees of the Board;
- C. Developing and recommending to the Board a set of corporate governance guidelines applicable to the Company;
- D. Overseeing the management continuity planning process;
- E. Overseeing the evaluation of the Board, each committee of the Board and management; and

- F. Otherwise taking a leadership role in shaping the corporate governance of the Company.

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.

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.

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 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 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 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 also have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention.

Board Selection, Composition and Evaluation

1. Establish criteria for the selection of directors to serve on the Board.
2. Identify individuals believed to be qualified to serve on the Board, review the qualifications of such potential director candidates and recommend to the Board those candidates to be appointed to the Board or nominated for election to the Board by the shareholders at a shareholder general meeting. In identifying candidates for membership on the Board, the Committee shall take into account all factors it considers appropriate, which may (but need not) include (a) considering, to the extent permitted under existing arrangements of the Company and other arrangements to which the Company may enter into from time to time, various and relevant career experience, relevant technical skills, industry knowledge and experience and local or community ties, (b) minimum individual qualifications, including strength of character, mature judgment, familiarity with the company's business and industry, independence of thought and an ability to work collegially, (c) the diversity of the Board including, for example, age, gender, nationality, ethnic and racial background and (d) existing commitments to other businesses, potential conflicts of interest with other pursuits, legal considerations such as antitrust issues, corporate governance background, financial and accounting background (including

expertise that could qualify a director as an “audit committee financial expert,” as that term is defined by the rules of the Securities and Exchange Commission), executive compensation background and the size, composition and combined expertise of the existing Board. The Committee also may consider the extent to which the candidate would fill a present need on the Board.

3. Review and recommend to the Board, whether members of the Board should stand for re-election. Consider matters relating to the action, if any, to be taken with respect to the discontinuation of the directorship of a member of the Board.
4. Evaluate candidates for nomination to the Board, including those recommended by shareholders on a substantially similar basis as it considers other nominees. In that regard, the Committee shall adopt procedures for the submission of recommendations by shareholders as it deems appropriate and in accordance with applicable laws and regulations.
5. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates to serve on the Board.
6. Consider questions of independence and possible conflicts of interest of members of the Board and executive officers, and whether a candidate has special interests or a specific agenda that would impair his or her ability to effectively represent the interests of the Company’s shareholders and other relevant stakeholders.
7. Review and recommend to the Board, as the Committee deems appropriate, the composition and size of the Board in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.
8. Oversee the evaluation of, at least annually, and as circumstances otherwise dictate, the Board and management.

Committee Selection, Composition and Evaluation

9. Recommend to the Board members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations to the Board regarding the removal of any member of any committee.
10. Recommend to the Board any member of the Board to serve as chairperson of a committee of the Board.
11. Establish, monitor and recommend the purpose, structure and operations of the various committees of the Board, the qualifications and criteria for membership on each committee of the Board and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any committee of the Board.

12. Review periodically, and as circumstances otherwise dictate, the composition and performance of each committee of the Board and make recommendations to the Board as to any proposed changes to the foregoing or for the creation of additional committees or the elimination of existing committees of the Board.

Corporate Governance

13. Review the adequacy of the articles of association and recommend to the Board, as conditions dictate, proposed amendments to the articles of association for consideration by the shareholders.
14. Develop and recommend to the Board a set of corporate governance guidelines and other policies and guidelines as appropriate and keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board in light of such developments as may be appropriate.
15. Review the Company's policies, practices and positions to further its corporate citizenship and sustainability (including but not limited to corporate social responsibility, environmental quality and diversity and inclusion), considering the impact on internal and external stakeholders.
16. Review policies relating to meetings of the Board and the committees thereof and meetings of shareholders. This may include meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings.

Continuity / Succession Planning Process

17. Oversee and approve the management continuity planning process. Review and recommend to the Board the succession plans relating to the Chief Executive Officer and other key executive officer positions, and make recommendations to the Board with respect to the selection of individuals to occupy these positions.
18. Oversee and approve the director continuity planning process. Review and recommend to the Board the succession plans relating to the Chairperson of the Board, the lead independent director (if applicable) and the chairpersons of each standing committee of the Board, and make recommendations to the Board with respect to the selection of individuals to occupy these positions.

Reports

19. Oversee the preparation of such nomination and corporate governance reports as may be required under applicable laws and regulations.
20. 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.

- 21. 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