

**NOMINATION AND CORPORATE GOVERNANCE  
COMMITTEE OF THE BOARD OF DIRECTORS  
OF NIELSEN N.V.**

**CHARTER**

I. PURPOSE

The Nomination and Corporate Governance Committee (the "Committee") shall provide assistance to the Board of Directors (the "Board") of Nielsen N.V. (the "Company") in fulfilling its responsibility to stockholders and potential stockholders of the Company, the investment community and other relevant stakeholders of the Company:

- A. Identifying individuals believed to be qualified as candidates to serve on the Board and recommending that the Board nominate the candidates for all directorships to be filled by the stockholders at an annual or extraordinary general meeting;
- B. Developing and recommending to the Board a set of corporate governance guidelines applicable to the Company;
- C. Overseeing the management continuity planning process;
- D. Overseeing the evaluation of the Board, each committee of the Board and management; and
- E. 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 non-executive members of the Board, each of whom is determined by the Board to be "independent" under the rules of the New York Stock Exchange, Inc. ("NYSE"); *provided, however*, that, the Company may avail itself of the exemption provided to "controlled companies," for such time that the Company qualifies as a "controlled company," as well as any related phase-in period provided thereunder once the Company ceases to be a "controlled company" .

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 or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board at any meeting where a quorum is present.

Chairman

Unless a Chairman is elected by the full Board, the members of the Committee shall designate a Chairman by majority vote of the full Committee membership. The Chairman shall be entitled to cast a vote to resolve any ties, subject to applicable law and the Company's organizational documents. The Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings.

### Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

### III. MEETINGS

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

All non-executive directors that 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 (including executive directors), member of the management team 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 shall be the common recurring activities of the Committee in carrying out its responsibilities outlined in Section I of this Charter. 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 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 related to the purposes of the Committee outlined in Section I of this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the sole authority to retain and terminate outside counsel or other experts for this purpose, including the sole authority to approve the fees payable to such counsel or experts and any other terms of retention. The Committee also shall 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 new directors to serve on the Board.
2. Identify individuals believed to be qualified as candidates to serve on the Board and recommend that the Board nominate the candidates for all directorships to be filled by the stockholders at an annual or extraordinary 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, local or community ties and financial expertise (including expertise that could qualify a director as an “audit committee financial expert,” as that term is defined by the rules of the SEC), (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 and (c) age, gender, nationality, ethnic and racial background, 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, 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 make recommendations to the full 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 a member of the Board of his or her directorship.
4. Evaluate candidates for nomination to the Board, including those recommended by stockholders on a substantially similar basis as it considers other nominees. In that connection, the Committee shall adopt procedures for the submission of recommendations by stockholders as it deems appropriate.
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 all stockholders and other relevant stakeholders.
7. Review and make recommendations, as the Committee deems appropriate, regarding 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 evaluation of, at least annually, and as circumstances otherwise dictate, the Board and management.

#### Committee Selection, Composition and Evaluation

9. Recommend 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 regarding the removal of any member of any committee.
10. Recommend members of the Board to serve as the Chair of the committees 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, at least annually and as circumstances otherwise dictate, the charter, composition and performance of each committee of the Board in conjunction with such committee under review and make recommendations to the Board as to any changes to the foregoing or for the creation of additional committees or the elimination of committees of the Board. Notwithstanding anything to the contrary in this paragraph, the Company may choose to forgo an annual evaluation of this Committee and the Compensation Committee pursuant to the exemption provided to “controlled companies” under the rules of the NYSE for so long as the Company remains a controlled company.

#### Corporate Governance

13. Review the adequacy of the articles of association, the board regulations of the Company and recommend to the Board, as conditions dictate, that it propose amendments to the articles of association and board regulations for consideration by the stockholders.
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 meetings of stockholders. 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 (the “CEO”), the Chairman of the Board and other executive officer positions and make recommendations to the Board with respect to the selection of individuals to occupy these positions.

#### Reports

18. Oversee the preparation of such nomination and corporate governance reports as may be required under applicable Dutch laws and regulations.
19. Report regularly to the Board including:
  - (i) following meetings of the Committee;

- (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and
- (iii) with respect to such recommendations as the Committee may deem appropriate.

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

20. 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 review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate. Notwithstanding anything to the contrary herein, the Committee may choose to forgo an annual evaluation of itself pursuant to the exemption provided to "controlled companies" under the rules of the NYSE for so long as the Company remains a controlled company.