

NIELSEN HOLDINGS PLC
FINANCE COMMITTEE
OF THE BOARD OF DIRECTORS

CHARTER

I. PURPOSE AND RESPONSIBILITIES

The Finance Committee (the “Committee”) of the Board of Directors (the “Board”) of Nielsen Holdings plc (the “Company”) shall provide assistance to the Board and management of the Company by, among other things, reviewing and providing advice with respect to:

- A. The Company’s strategic and operational plans and transactions, including mergers, acquisitions and divestitures, as well as joint ventures and other equity investments; the Company’s annual and long-term financial plans; and the Company’s capital spending plans;
- B. The Company’s capital structure, including potential issuances of debt and equity securities, credit agreements, and other financing transactions;
- C. Dividend policy and share repurchases;
- D. The separation of the Company’s Global Connect business;
- E. Investor Relations related matters; and
- F. Such other topics as the Board may deem appropriate.

II. STRUCTURE AND OPERATIONS

Composition and Qualifications

The Committee shall be comprised of three or more members of the Board. Members of the Committee should be suitably knowledgeable in matters pertaining to corporate finance.

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.

III. MEETINGS

The Committee shall meet periodically as circumstances dictate. The Chairperson or any two members 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. MINUTES AND REPORTS TO THE BOARD

The Committee shall maintain minutes or other records of its meetings and shall give regular reports to the Board on these meetings, including the Committee's actions, conclusions and recommendations and such other matters as required by this charter or as the Board shall from time to time specify. Reports to the Board may take the form of oral reports by the Chairperson or by any other member of the Committee designated by the Committee to give such report.

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: February 4, 2021