



NIELSEN HOLDINGS PLC

**AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS**

CHARTER

I. PURPOSE

The Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Nielsen Holdings plc (the “Company”) shall:

- A. Provide assistance to the Board with respect to its oversight of:
- (i) the quality and integrity of the Company’s financial statements and accounting and financial reporting process;
 - (ii) the Company’s compliance with legal and regulatory requirements applicable to financial statements and accounting and financial reporting processes;
 - (iii) the qualifications, performance and independence of any independent registered public accounting firm(s) appointed by the Company for the preparation of its financial statements and issuing audit reports or performing other audit, review or attestation services for the Company (the “Independent Registered Public Accounting Firm”);
 - (iv) the performance of the Company’s internal audit function; and
 - (v) the Company’s key enterprise risks, including its information security, technology and privacy and data protection programs.

- B. Prepare the Audit Committee report required by the Securities and Exchange Commission (the “SEC”) to be included in the Company’s annual proxy statement or as otherwise required by applicable laws or regulations.

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 (the “NYSE”) and Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). No member of the Committee may serve on the audit committee of more than three public companies, including the Company, unless the Board (i) determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee and (ii) discloses such determination in the annual proxy statement.

All members of the Committee shall be financially literate and have a working familiarity with basic finance and accounting practices (or acquire such familiarity within a reasonable period after his or her appointment). At least one member must have “accounting or related financial management expertise” in accordance with the rules of the New York Stock Exchange. It is expected that at least one member of the Committee will be an “audit committee financial expert” as defined by the SEC and may be the same person as that with “accounting or related financial management expertise.” Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Company or by an outside consultant.

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 at least quarterly, or more frequently as circumstances dictate. As part of its goal to foster open communication, the Committee shall periodically and at least annually meet separately with each of management, the internal auditors (or other personnel responsible for the internal audit function) and the Independent Registered Public Accounting Firm to discuss any matters that the Committee or each of these groups believe would be appropriate to discuss privately. In addition, the Committee should meet with the Independent Registered Public Accounting Firm and management quarterly to review the Company's financial statements in a manner consistent with that outlined in this Charter. 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, including the Independent Registered Public Accounting Firm and internal auditor, 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 advisors as it deems necessary or appropriate to carry out its duties. The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of any consultant, legal counsel or other adviser retained by the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of (i) compensation to the Independent Registered Public Accounting Firm in accordance with the requirements of the SEC, the Exchange Act and the NYSE, (ii) compensation to any consultant, legal counsel or

other adviser retained by the Committee and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall be given full access to the Company's internal auditors (or other personnel or service providers responsible for the internal audit function), the Board, corporate executives, employees and the Independent Registered Public Accounting Firm as necessary to carry out these responsibilities. While acting within the scope of its stated purpose, the Committee shall have all the authority of the Board

Notwithstanding the foregoing, the Committee is not responsible for certifying the Company's financial statements or guaranteeing the Independent Registered Public Accounting Firm's reports. The fundamental responsibility for overseeing and approving the Company's financial statements and disclosures rests with the Board. Furthermore, while the Committee is responsible for reviewing the Company's policies and practices with respect to risk assessment and risk management, it is the responsibility of the Chief Executive Officer and senior management, subject to oversight of the Board, to determine the appropriate level of the Company's exposure to risk.

Documents/Reports Review

1. Review and discuss with management and the Independent Registered Public Accounting Firm prior to public dissemination, the Company's required annual audited financial statements and quarterly financial statements, including the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and any related reports required by applicable laws and regulations.
2. Discuss with the Independent Registered Public Accounting Firm the matters required to be discussed by the applicable auditing standards, including critical audit matters.
3. Review and discuss with management and the Independent Registered Public Accounting Firm the Company's earnings press releases (paying particular attention to the use of any "pro forma" or "adjusted" non-GAAP information and measures), as well as financial information and earnings guidance provided to analysts and rating agencies. The Committee's discussion in this regard may be general in nature (*i.e.*, discussion of the types of information to be disclosed and the type of presentation to be made) and need not take place in advance of each earnings release or each instance in which the Company may provide earnings guidance.
4. Review and discuss with management and the Independent Registered Public Accounting Firm any major issues arising as to the adequacy and effectiveness of the Company's internal controls, any actions taken in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting.
5. Review and discuss with the Independent Registered Public Accounting Firm a draft of the auditor's report.

6. Review the Company's IT and data security controls with the Company's Chief Information Officer. Evaluate the adequacy of the Company's IT and data security program, compliance and controls with the Chief Information Officer, Chief Financial Officer and Chief Legal Officer.

Independent Registered Public Accounting Firm

1. Be directly responsible in accordance with the requirements of the Exchange Act and the rules of the SEC and NYSE for the appointment, compensation, retention, oversight of the work and termination of the Independent Registered Public Accounting Firm engaged (including the resolution of disagreements between management and the Independent Registered Public Accounting Firm regarding financial reporting) for the purpose of preparing or issuing audit reports or performing other audit, review or attestation services for the Company.
2. Be directly responsible for recommending the appointment of, and, subject to appropriate delegation from the Company's shareholders, remuneration of, the Company's UK statutory auditor as required under applicable UK law. Such recommendation shall be submitted to the Company's shareholders for approval at each of the Company's annual general meeting of shareholders. The UK statutory auditor shall report directly to the Committee and the Committee shall oversee the work of the UK statutory auditor.
3. Inform the Independent Registered Public Accounting Firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Company that such firm must report directly to the Committee.
4. Meet with the Independent Registered Public Accounting Firm and, as applicable, management of the Company prior to the audit to discuss the planning and staffing of the audit, the scope of the prospective audit and audit procedures to be utilized, the estimated fees therefor and such other matters pertaining to the audit as the Committee may deem appropriate.
5. Pre-approve all auditing services and non-audit services (other than "prohibited non-audit services" as defined below) to be provided to the Company by the Independent Registered Public Accounting Firm. The Committee may delegate authority to one or more members of the Committee the authority to pre-approve audit and permitted non-audit services; provided that any such pre-approvals shall be presented to the full Committee at its next scheduled meeting.

The following shall be "prohibited non-audit services": (i) bookkeeping or other services related to the accounting records or financial statements of the Company; (ii) financial information systems design and implementation; (iii) appraisal or valuation services, providing fairness opinions or preparing contribution-in-kind reports; (iv) actuarial services; (v) internal audit outsourcing services; (vi) management functions or human resources; (vii) broker or dealer, investment adviser or investment banking services; (viii) legal services and expert services unrelated to the audit; and (ix) any other service that is considered a prohibited service by applicable regulatory authorities.

6. Review, at least annually, the qualifications, performance and independence of the Independent Registered Public Accounting Firm and present its conclusions with respect to the Independent Registered Public Accounting Firm to the Board. In conducting its review and evaluation, the Committee:
 - i. will obtain and review reports by the Independent Registered Public Accounting Firm describing: (i) such firm's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of such firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by such firm, and any steps taken to deal with any such issues; and (iii) all relationships between such firm and the Company in order to assess the Independent Registered Public Accounting Firm's independence;
 - ii. should review and evaluate the lead audit partner of the Independent Registered Public Accounting Firm and consider whether there should be regular rotation of the Independent Registered Public Accounting Firm;
 - iii. will confirm and evaluate the rotation of the audit partners on the audit engagement team as required by applicable law; and
 - iv. should, to the extent it deems appropriate, take into account the opinions of the Board, management and the Company's internal auditors (or other personnel responsible for the internal audit function).
7. Periodically inquire from the Independent Registered Public Accounting Firm whether the Company's financial statements have been selected by the PCAOB for inspection. To the extent the Company has been selected, the Committee should discuss with such Independent Registered Public Accounting Firm, among other things, any areas of the Company's financial statements, internal controls and the audits thereof that are under review and whether any concerns have been raised regarding (1) the Company's financial statements or reports and internal controls, (2) the Independent Registered Public Accounting Firm's independence relative to the Company, (3) the adequacy of the Company's disclosure, (4) the Independent Registered Public Accounting Firm's performance on the Company's audit, or (5) alleged violations of laws or rules of the SEC by the Company. To the extent the Company's audit has been selected for inspection, the Committee shall be apprised on a "real time" basis of any meaningful developments in connection with this inspection. Following the issuance by the PCAOB of any inspection reports relating to the Independent Registered Public Accounting Firm, such firm shall discuss with the Committee any findings included in the report (whether the public or private portions of the report) to the extent such firm believes relevant to the Company.

Financial Reporting Process

1. In consultation with the Independent Registered Public Accounting Firm, management and the internal auditors review the integrity of the Company's financial reporting processes, both internal and external. In that connection, the Committee must obtain, review and discuss with management and the Independent Registered Public Accounting Firm reports

from management and the Independent Registered Public Accounting Firm regarding:

- all critical accounting policies and practices to be used by the Company;
- analyses prepared by management and/or the Independent Registered Public Accounting Firm setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including all alternative treatments of financial information within generally accepted accounting principles related to material items that have been discussed with management, the ramifications of the use of the alternative disclosures and treatments on the Company's financial statements, and the treatment preferred by the Independent Registered Public Accounting Firm;
- major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles;
- major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; and
- any other material written communications between the Independent Registered Public Accounting Firm and management.

The Committee should also obtain and discuss with the Independent Registered Public Accounting Firm other material written communications between the Independent Registered Public Accounting Firm and management, such as any management letter or schedule of unadjusted differences.

2. Review periodically the effect of regulatory and accounting initiatives, as well as off-balance sheet structures (if any), on the financial statements of the Company.
3. Review with the Independent Registered Public Accounting Firm (i) any audit problems or difficulties encountered by such firm in the course of the audit work, including any restrictions on the scope of its activities or on access to requested information, and any significant disagreements with management and/or the Board and (ii) management's and/or the Board's responses to such matters. Without excluding other possibilities, the Committee may wish to review with the Independent Registered Public Accounting Firm (i) any accounting adjustments that were noted or proposed by such firm but were "passed" (as immaterial or otherwise), (ii) any communications between the audit team and the audit firm's national office respecting auditing or accounting issues presented by the engagement and (iii) any "management" or "internal control" letter issued, or proposed to be issued, by the Independent Registered Public Accounting Firm to the Company.

4. Obtain from the Independent Registered Public Accounting Firm assurance that Section 10A(b) of the Exchange Act has not been implicated.

Internal Audit

1. Review the role and performance of the internal audit function and the appointment and replacement of the senior internal auditing executive.
2. Review the significant reports to management prepared by the internal audit function and management's responses.
3. Review and discuss with management and, if appropriate, the Independent Registered Public Accounting Firm the responsibilities, performance, budget and staffing of the Company's internal audit function.

Legal Compliance / Risk Management and Control

1. Periodically, review and discuss with the Company's appropriate legal advisors any legal matter that could have a significant impact on the Company's financial statements.
2. Review and discuss with management and the Independent Registered Public Accounting Firm the Company's guidelines and policies with respect to risk assessment and risk management and the operation of the internal risk management and control systems. The Committee should discuss, at least annually, the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.
3. Set clear policies for the Company's hiring of employees or former employees of the Independent Registered Public Accounting Firm. At a minimum, these policies must provide that the Independent Registered Public Accounting Firm may not provide audit services to the Company if the chief executive officer, controller, chief financial officer, chief accounting officer or any person serving in an equivalent capacity for the Company was employed by such Independent Registered Public Accounting Firm and participated in any capacity in the audit of the Company during the one-year period preceding the date of the initiation of the audit.
4. Establish procedures for: (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
5. Discuss with the Board and the Independent Registered Public Accounting Firm any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.
6. Investigate such matters as it deems appropriate in connection with fulfilling its duties and responsibilities.

7. To the extent applicable, review and approve at least on an annual basis the decisions by management to enter into derivative transactions on a cleared or non-cleared basis, and the policies and processes of the Company related thereto, and review and recommend to the Board on matters pertaining to the Company's derivative transactions and hedging strategy.

Reports

1. Prepare the Audit Committee report required by the SEC to be included in the Company's annual proxy statement and oversee the preparation of such other audit reports as may be required under applicable laws and regulations.
2. Report regularly to the Board including:
 - i. with respect to any issues that arise with respect to the quality or integrity of the Company's financial statements and accounting and financial reporting processes, the Company's compliance with legal or regulatory requirements, the qualification, performance and independence of the Company's Independent Registered Public Accounting Firm or the performance of the internal audit function;
 - ii. following all meetings of the Committee; and
 - iii. with respect to such other matters as are relevant to the Committee's discharge of its responsibilities.

The Committee shall provide such 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.

3. 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: February 20, 2019