

# COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS OF NIELSEN HOLDINGS PLC

## CHARTER

### I. PURPOSE

The Compensation Committee (the “Committee”) shall provide assistance to the Board of Directors (the “Board”) of Nielsen Holdings plc (the “Company”) in fulfilling its responsibility to stockholders and potential stockholders of the Company, the investment community and other relevant stakeholders of the Company by fulfilling the Committee’s responsibilities and duties outlined in Section IV.

### 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 shall be determined by the Board to be “independent” under the rules of the New York Stock Exchange, Inc. (“NYSE”).

Each member of the Committee shall also be an “outside director” under Section 162(m) of the Internal Revenue Code (or any successor provision thereto) (the “Code”) and a “non-employee director” under Rule 16b-3 of the Securities Exchange Act of 1934 (or any successor provision thereto) (the “Exchange Act”), except to the extent that the Committee forms a subcommittee (a “Subcommittee”) for the purposes of Section 162(m) of the Code and Rule 16b-3 of the Exchange Act, in which case the foregoing requirement shall not apply. If the Committee forms a Subcommittee, all such members of the Subcommittee must satisfy the requirements of an “outside director” under Section 162(m) of the Code and a “non-employee director” under Rule 16b-3 of the Exchange Act.

#### 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, including the Subcommittee.

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 and subject to the laws of England and Wales and the Company's articles of association.

### 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.

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 officers shall not be present at meetings at which their performance and compensation are 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 executives or executive directors of the Company. 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), any 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.

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, oversee the work of, obtain advice from and terminate any compensation consultant, independent legal counsel or other adviser. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, independent legal counsel or other advisers retained by the Committee, as well as funding for the payment of ordinary administration 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 New York Stock Exchange, the UK Companies Act 2006 and any other relevant legislation or regulation from time to time.

Any compensation consultant retained by the Committee to assist it in connection with setting the amount or form of executive or director compensation (other than any role limited to consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice) shall not provide any other services to the Company or its subsidiaries, unless such services are pre-approved by the Committee. 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.

#### Setting Compensation for Executive Officers and Directors

1. 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 annual performance objectives, if any.
3. Evaluate the performance of the CEO in light of such goals and objectives and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve, or make recommendations to the Board concerning, the annual salary, bonus, equity-based incentives and other benefits, direct and indirect, of the CEO, consistent with the compensation policy approved by the stockholders.
4. Review and approve, or make recommendations to the Board, concerning the annual salary, bonus, equity and equity-based incentives and other benefits, direct and indirect, of the other executive officers.
5. Review and approve, or make recommendations to the Board, concerning the annual salary, bonus, equity and equity-based incentives and other benefits, direct and indirect,

of other executive directors, if any, consistent with the compensation policy approved by the stockholders.

6. In connection with executive compensation programs:
  - (i) review and recommend to the full Board, or approve, new 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.
7. Establish and periodically review policies in the area of senior management perquisites.
8. Consider policies and procedures pertaining to expense accounts of senior executives.
9. Review and recommend to the full Board for the approval of the stockholders at a general meeting of shareholders the general policy and annual report with regards to the compensation of directors.
10. Review and recommend to the full Board the compensation of directors.
11. Review and recommend to the full Board the director's and officer's indemnification and insurance matters.
12. Review and make recommendations to the full Board, or approve, any contracts or other transactions with current or former executive officers of the Company, including consulting arrangements, employment contracts, severance or termination arrangements and loans to employees made or guaranteed by the Company.

#### Monitoring Incentive and Equity-Based Compensation Plans

13. Review and approve, or make recommendations to the Board with respect to, the Company's incentive-compensation plans and equity-based plans that are subject to the approval of the Board, and oversee the activities of the individuals responsible for administering those plans.
14. Review and make recommendations to the full Board concerning all equity compensation plans of the Company.

15. Review and make recommendations to the full Board, or approve, all equity-based awards pursuant to the Company's equity-based plans.
16. Review the Company's regulatory compliance 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, approving performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.
17. Monitor compliance by executives with the rules and guidelines of the Company's equity-based plans.
18. Review and monitor employee pension, profit sharing and benefit plans.

#### Reports

19. Prepare the compensation committee report on executive officer compensation as required by the SEC to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.
20. Oversee the preparation of a "Compensation Discussion and Analysis" ("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.
21. Oversee the preparation of such other compensation reports as may be required under the laws of England and Wales.
22. 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.

23. 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 periodically the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or desirable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.