

Lead Independent Director Charter

The members of the Board of Directors of Nielsen Holdings plc who are deemed independent from the Company pursuant to applicable listing standards, SEC rules and internal policies (each, an “Independent Director”) may decide it is in the best interests of the Company and its shareholders to appoint one of them as “Lead Independent Director.” This appointment is to be made by a majority vote of the Independent Directors. If an appointment is made, the Lead Independent Director is generally expected to serve in that role for at least one year, unless (i) such person no longer qualifies as an Independent Director or (ii) such person is earlier removed or replaced by a majority vote of the Independent Directors. The Lead Independent Director will receive such additional compensation for his or her services as the Board of the Company may determine.

Set forth below are the principal responsibilities of the Lead Independent Director. He or she may retain outside advisors in connection with the performance of these duties as he or she deems appropriate:

- To review and approve (1) Board meeting agendas and materials (or types of materials) in advance of each meeting and (2) Board meeting schedules to ensure sufficient time for discussion of all agenda items, and to consult and collaborate with the non-independent Chairman as appropriate.
- To set agendas for and chair executive sessions of the Board which occur outside the presence of the non-independent Chairman, the CEO and any other members of management then serving on the Board, and communicate with the Chairman, CEO and others as needed following those sessions. The Lead Independent Director may call such meetings at any time he or she deems appropriate. At least one meeting per year attended only by Independent Directors shall be held in accordance with NYSE requirements.
- To serve as a liaison between the non-independent Chairman and the Independent Directors as appropriate.
- To chair Board meetings when the non-independent Chairman is not present.
- To be available for consultation and direct communication with the Company’s shareholders.
- To perform such other duties as the Board or the Independent Directors may deem appropriate from time to time.