



2ND QUARTER 2017 RESULTS

THURSDAY JULY 27, 2017

8:00 AM ET

SAFE HARBOR FOR FORWARD-LOOKING STATEMENTS

The following discussion contains forward-looking statements, including those about Nielsen's outlook and prospects, that relate to the Private Securities Litigation Reform Act of 1995. Forward-looking statements are those which are not historical facts. These and other statements that relate to future results and events are based on Nielsen's current expectations as of July 27, 2017.

Our actual results in future periods may differ materially from those currently expected because of a number of risks and uncertainties. The risks and uncertainties that we believe are material are outlined in our disclosure filings and materials, which you can find on <http://ir.nielsen.com>, such as our most recent 10-K, 10-Q and 8-K reports. Please consult these documents for a more complete understanding of these risks and uncertainties. We disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by law.

Our outlook is provided for the purpose of providing information about current expectations for 2017. This information may not be appropriate for other purposes.



JAMERE JACKSON

CHIEF FINANCIAL OFFICER

TOTAL NIELSEN RESULTS – 2Q 2017

(\$ in millions, except per share amounts)

U.S. GAAP RESULTS	2Q 2017	2Q 2016	V% ^(a)
Revenues	\$1,644	\$1,596	3.0%
Net Income (NI)	\$131	\$113	15.9%
GAAP NI per share ^(c)	\$0.37	\$0.31	19.4%

NON-GAAP RESULTS	2Q 2017	2Q 2016	V% ^(b)
Total Revenue	\$1,644	\$1,596	4.1%
Core Revenue	\$1,579	\$1,482	7.6%
Core Revenue (ex Gracenote)	\$1,524	\$1,482	3.9%
Adjusted EBITDA	\$512	\$490	4.9%
Adjusted EBITDA margin %	31.1%	30.7%	25 bps
Free Cash Flow	\$162	\$98	65.3%

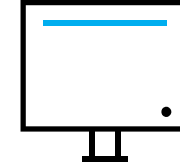
(a) Growth as reported

(b) Growth in constant currency, excluding Free Cash Flow

(c) Calculated using weighted average shares outstanding of 358.1 million for 2Q 2017 and 363.2 million for 2Q 2016

WATCH SEGMENT RESULTS

(\$ in millions, growth in constant currency)



REVENUE	2Q 17	2Q 16	V%
Total Watch	\$821	\$744	10.9%

PROFITABILITY

Adjusted EBITDA	\$357	\$332	8.2%
Margin	43.5%	44.6%	(111) bps

2Q DYNAMICS

- Strong total revenue growth: +10.9%
 - ✓ Audience Measurement (Video/Text): +16.0%
 - Ex-Gracenote: +4.7%
 - ✓ Audio: flat
 - ✓ Marketing Effectiveness: +18.6%
 - ✓ Other Watch/Corporate: (17.2)%
- Growth initiatives delivering
 - ✓ Digital Ad Ratings adoption
 - ✓ Continued traction with Digital Content Ratings
- Adjusted EBITDA margin: 30+ bps ex-Gracenote
- Investments delivering solid revenue and EBITDA

BUY SEGMENT RESULTS

(\$ in millions, growth in constant currency)



REVENUE	2Q 17	2Q 16	V%
Total Buy	\$823	\$852	(2.0)%

PROFITABILITY

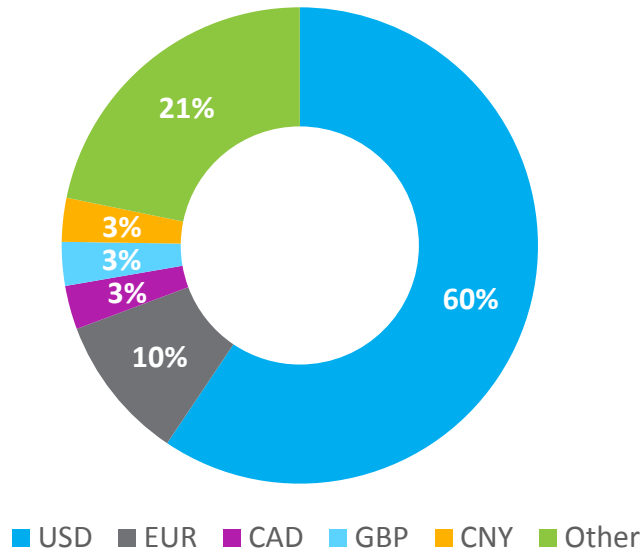
Adjusted EBITDA	\$163	\$166	(1.8)%
Margin	19.8%	19.5%	5 bps

2Q DYNAMICS

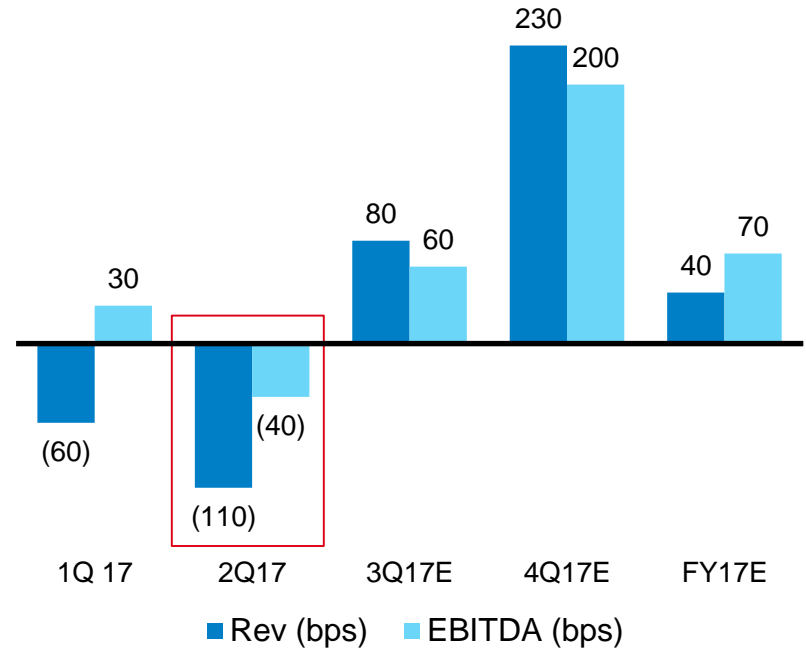
- Total Buy revenue: (2.0)%
 - ✓ Developed: (1.2)%
 - ✓ Emerging: +10.0%
 - ✓ Corporate: (69.1)%
- Developed markets
 - ✓ U.S. remains challenging
 - ✓ Mid single digit growth outside the U.S.
- Emerging markets remain robust
 - ✓ Multinational and local clients strong
- Productivity enabling investments
 - ✓ Coverage
 - ✓ Connected System

FOREIGN CURRENCY IMPACT

CURRENCY PROFILE - REVENUE



PROJECTED FX IMPACT^(a): REPORTED VS CONSTANT CURRENCY



(a) Projected impact assumes rates in effect at 7/26/17 remain in effect for the balance of 2017.

Note: We report on a constant currency basis to reflect operating performance

2017 GUIDANCE

(Revenue and adj. EBITDA margin growth in constant currency)

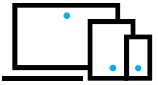
OTHER FINANCIAL METRICS

Total Revenue	~4%	Net book interest	\$365M - \$375M
Total Revenue Core	~6%	GAAP Tax Rate	38.0% - 38.5%
Total Revenue Core (ex Gracenote)	~3%	Restructuring	\$60M - \$70M
Adj. EBITDA margin growth	~20 bps	Cash restructuring	\$100M - \$110M
GAAP Net Income Per Share	\$1.40 - \$1.46	D&A	\$665M - \$675M
Net Debt Leverage Ratio	~3.8x	Est. wtd. avg. diluted shares outstanding for FY 2017	~359M
Free Cash Flow	~\$900M		

MITCH BARNES

CHIEF EXECUTIVE OFFICER

WATCH: CONTINUED GROWTH AND ADOPTION



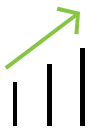
Driving further utilization of the Total Audience platform

- Out-of-home: Subscribers include ESPN, FOX Sports, Turner Sports, and CNN
- Digital in TV Ratings: 8 “skinny bundles” including YouTube TV and Hulu Live
- Digital Ad Ratings: Now includes ads on YouTube and Pinterest mobile apps
- Digital Content Ratings: Facebook video crediting for participating publishers
- Subscription Video on Demand: 31k episodes measured, up 6k from Q1
- Total Content Ratings: Nearly every network receiving and using data



Monetizing the advertising dollar shift to digital

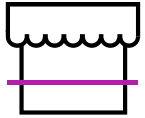
- Growing call from advertisers for independent 3rd party digital measurement
- Growth opportunities expanding: Planning, targeting, activation, and ROI



Capitalizing on incremental growth opportunities

- Audience-based buying: Leadership position through NCS, NBI, and NMC
- Marketing effectiveness: New MTA product with JD.com in China

BUY: TWO SPEED WORLD



Emerging Markets: +10% constant currency

- Ongoing investments in measurement coverage and granularity paying off
- Global footprint a key competitive advantage



Developed Markets: Challenging growth environment

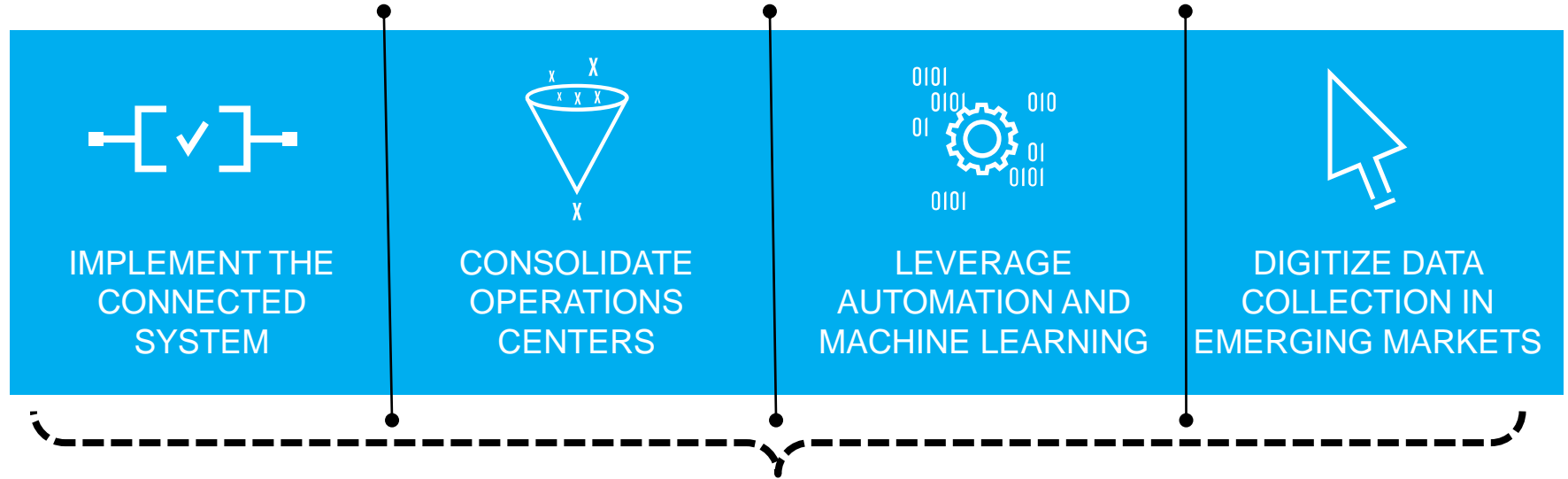
- Mid single digit growth outside U.S.
- U.S. remains challenging... clients carefully managing spend



Actions:

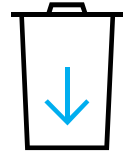
- 1 Driving productivity and efficiency in our operations**
- 2 Building out coverage: Following the consumer**
 - Expanding relationships with key retailers
 - E-commerce measurement: continued progress in top global markets
- 3 Connected System: The future of Buy**
 - Linking measurement data with analytics
 - Addressing client needs of speed and efficiency
 - Overwhelmingly positive client response at Connected System conference
 - Connected Partner Program now includes 30 partners
 - 106 clients using at least one component of the Connected System

THE BUY VISION



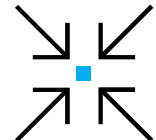
Increase speed and efficiency for clients

Reduce manual processes and operations



Significantly improve field productivity

Shrink operational footprint



Significant Margin Expansion

Q & A

APPENDIX

CERTAIN NON-GAAP MEASURES

Overview of Non-GAAP Presentations

We use the non-GAAP financial measures discussed below to evaluate our results of operations, financial condition, liquidity and indebtedness. We believe that the presentation of these non-GAAP measures provides useful information to investors regarding financial and business trends related to our results of operations, cash flows and indebtedness and that when this non-GAAP financial information is viewed with our GAAP financial information, investors are provided with valuable supplemental information regarding our results of operations, thereby facilitating period-to-period comparisons of our business performance and is consistent with how management evaluates the company's operating performance and liquidity. In addition, these non-GAAP measures address questions the Company routinely receives from analysts and investors and, in order to assure that all investors have access to similar data the Company has determined that it is appropriate to make this data available to all investors. None of the non-GAAP measures presented should be considered as an alternative to net income or loss, operating income or loss, cash flows from operating activities, total indebtedness or any other measures of operating performance and financial condition, liquidity or indebtedness derived in accordance with GAAP. These non-GAAP measures have important limitations as analytical tools and should not be considered in isolation or as substitutes for an analysis of our results as reported under GAAP. Our use of these terms may vary from the use of similarly-titled measures by others in our industry due to the potential inconsistencies in the method of calculation and differences due to items subject to interpretation.

Constant Currency Presentation

We evaluate our results of operations on both an as reported and a constant currency basis. The constant currency presentation, which is a non-GAAP measure, excludes the impact of fluctuations in foreign currency exchange rates. We believe providing constant currency information provides valuable supplemental information regarding our results of operations, thereby facilitating period-to-period comparisons of our business performance and is consistent with how management evaluates the company's performance. We calculate constant currency percentages by converting our prior-period local currency financial results using the current period exchange rates and comparing these adjusted amounts to our current period reported results. No adjustment has been made to foreign currency exchange transaction gains or losses in the calculation of constant currency net income.

Net Debt and Net Debt Leverage Ratio

The net debt leverage ratio is defined as net debt (gross debt less cash and cash equivalents) as of the balance sheet date divided by Adjusted EBITDA for the twelve months then ended. Net debt and the net debt leverage ratio are commonly used metrics to evaluate and compare leverage between companies and are not presentations made in accordance with GAAP.

CERTAIN NON-GAAP MEASURES

(continued)

Adjusted EBITDA

We define Adjusted EBITDA as net income or loss from our consolidated statements of operations before interest income and expense, income taxes, depreciation and amortization, restructuring charges, stock-based compensation expense and other non-operating items from our consolidated statements of operations as well as certain other items that arise outside the ordinary course of our continuing operations. We use Adjusted EBITDA to measure our performance from period to period both at the consolidated level as well as within our operating segments, to evaluate and fund incentive compensation programs and to compare our results to those of our competitors.

Free Cash Flow

We define free cash flow as net cash provided by operating activities, plus contributions to the Nielsen Foundation, less capital expenditures, net. We believe providing free cash flow information provides valuable supplemental liquidity information regarding the cash flow that may be available for discretionary use by us in areas such as the distributions of dividends, repurchase of common stock, voluntary repayment of debt obligations or to fund our strategic initiatives, including acquisitions, if any. However, free cash flow does not represent residual cash flows entirely available for discretionary purposes; for example, the repayment of principal amounts borrowed is not deducted from free cash flow. Key limitations of the free cash flow measure include the assumptions that we will be able to refinance our existing debt when it matures and meet other cash flow obligations from financing activities, such as principal payments on debt. Free cash flow is not a presentation made in accordance with GAAP.

ADJUSTED EBITDA RECONCILIATION

(\$ in millions)

	Quarter Ended June 30, 2017	
	2017	2016
Net income	\$ 131	113
Interest expense, net	91	82
Provision for income taxes	91	82
Depreciation and amortization	<u>162</u>	<u>152</u>
EBITDA	475	429
Other non-operating income, net	11	5
Restructuring charges	9	34
Stock-based compensation expense	12	13
Other items ^(a)	5	9
Adjusted EBITDA	\$ 512	\$ 490

(a) For the three months ended June 30, 2017 and 2016, other items primarily consists of transaction-related costs and business optimization costs.

ADJUSTED EBITDA RECONCILIATION

(\$ in millions)

QUARTER ENDED JUNE 30, 2017

	Operating Income	Restructuring Charges	Depreciation and Amortization	Stock-Based Compensation Expense	Other Items ^(a)	Adjusted EBITDA
Buy	\$100	\$7	\$53	\$3	-	\$163
Watch	\$246	-	\$108	\$3	-	\$357
Corporate	\$(22)	\$2	\$1	\$6	\$5	\$(8)
Total	\$324	\$9	\$162	\$12	\$5	\$512

QUARTER ENDED JUNE 30, 2016

	Operating Income	Restructuring Charges	Depreciation and Amortization	Stock-Based Compensation Expense	Other Items ^(a)	Adjusted EBITDA
Buy	\$85	\$21	\$54	\$5	\$1	\$166
Watch	\$228	\$3	\$97	\$2	\$2	\$332
Corporate	\$(31)	\$10	\$1	\$6	\$6	\$(8)
Total	\$282	\$34	\$152	\$13	\$9	\$490

(a) For the three months ended June 30, 2017 and 2016, other items primarily consists of transaction related costs and business optimization costs.

REVENUE RECONCILIATION

(\$ in millions)

QUARTER ENDED JUNE 30, 2017

	2017 Reported	2016 Reported	% V Reported	2016 Constant Currency	% V Constant Currency
Developed Markets	\$510	\$527	(3.2)%	\$516	(1.2)%
Emerging Markets	296	270	9.6%	269	10.0%
Core Buy	\$806	\$797	1.1%	\$785	2.7%
Corporate	17	55	(69.1)%	55	(69.1)%
Buy	\$823	\$852	(3.4)%	\$840	(2.0)%
Video and Text	\$567	\$491	15.5%	\$489	16.0%
Audio	123	123	0.0%	123	0.0%
Marketing Effectiveness	83	71	16.9%	70	18.6%
Core Watch	\$773	\$685	12.8%	\$682	13.3%
Corporate/Other Watch	48	59	(18.6)%	58	(17.2)%
Watch	\$821	\$744	10.3%	\$740	10.9%
Total Core Buy and Watch	\$1,579	\$1,482	6.5%	\$1,467	7.6%
Total	\$1,644	\$1,596	3.0%	\$1,580	4.1%

2017 GUIDANCE NON-GAAP RECONCILIATIONS

(\$ in millions)

ADJUSTED EBITDA RECONCILIATION

	2017 Guidance Range
Net income	\$500 - \$525
Interest expense, net	\$365 - \$375
Provision for income taxes	\$310 - \$330
Depreciation and amortization	\$665 - \$675
Restructuring charges	\$60 - \$70
Stock-based compensation and other ^(a)	\$100 - \$105
Adjusted EBITDA	\$2,030 - \$2,050

FREE CASH FLOW

Net cash provided by operating activities	~\$1,360
Less: Capital expenditures, net	~(460)
Free cash flow	~\$900

NET DEBT LEVERAGE RATIO

Gross Debt	~\$ 8,430
Cash	~\$ 730
Net Debt	~\$ 7,700
Adjusted EBITDA	\$2,030 - \$2,050
Net Debt Leverage Ratio	~3.8x

(a) Other represents certain expenses that arise outside the ordinary course of our continuing operations. Such costs primarily include legal settlements, acquisition related expenses, business optimization costs and other transaction costs.

2017 GUIDANCE NON-GAAP RECONCILIATIONS

(\$ in millions)

REVENUE RECONCILIATION

	2017 Guidance	% V Constant Currency	2016 Constant Currency
Total Revenue	~\$6,585	~4%	\$6,331
Total Revenue Core	~\$6,305	~6%	\$5,948
Total Revenue Core (ex. Gracenote)	~\$6,125	~3%	\$5,948

FREE CASH FLOW RECONCILIATION

(\$ in millions)

	Quarter Ended June 30, (Unaudited)	
	<u>2017</u>	<u>2016</u>
Net cash provided by operating activities	\$ 226	\$ 210
Less: Capital expenditures, net	<u>(64)</u>	<u>(112)</u>
Free cash flow	\$ 162	\$ 98

DEBT CAPITAL TABLE

(\$ in millions)

DEBT CAPITAL TABLE			
	6/30/17	12/31/16	Change
Loan Debt (secured)	\$4,166	\$4,059	\$107
4.50% Sr. Notes (10/1/20)	794	794	-
5.50% Sr. Notes (10/1/21)	619	618	1
5.00% Sr. Notes (4/15/22)	2,287	2,285	2
5.00% Sr. Notes (1/31/25)	495	-	495
Capital lease/misc. debt	162	170	(8)
Total Debt	\$8,523	\$7,926	\$597
Less Cash	510	754	(244)
Net Debt	\$8,013	\$7,172	\$841
Adjusted EBITDA^(a)	\$1,980	\$1,938	42
Net Debt Leverage Ratio^(b)	4.05x	3.70x	0.35x
Weighted avg. interest rate^(c)	4.18%	4.04%	14bps

(a) Adjusted EBITDA calculated based on last twelve months basis

(b) Reflects Net Debt (gross debt less cash and cash equivalents), divided by Adjusted EBITDA calculated on last twelve months basis

(c) Excludes capital leases

SELECTED FINANCIAL METRICS & BALANCE SHEET ITEMS

(\$ in millions)

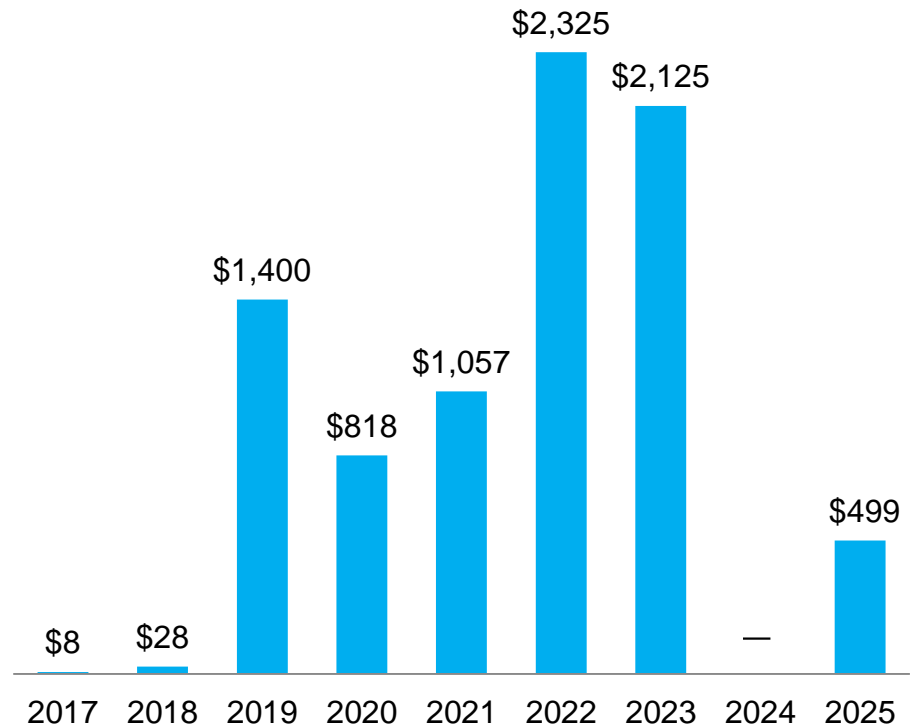
FINANCIAL METRICS

	2Q 17
Free Cash Flow	\$162
Capital Expenditures, net	\$64
D&A ^(c)	\$162
Net Book Interest	\$91
Cash Taxes	\$70
Cash Restructuring	\$24
Wtd. avg. diluted shares	358.1

BALANCE SHEET – 6/30/17

Gross Debt	\$8,523
Cash	\$510
Net Debt	\$8,013
Net Debt Leverage Ratio ^(a)	4.05x

CURRENT DEBT MATURITY PROFILE – 6/30/17 ^(b)



(a) Reflects net debt (gross debt less cash and cash equivalents), divided by Adjusted EBITDA calculated on last twelve months basis

(b) Excludes revolver (\$101M), capital leases (\$161M) and other debt (\$1M)

(c) Includes \$56 million of depreciation and amortization associated with tangible and intangible assets acquired in business combinations



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