

**Nielsen Holdings plc**  
**Annual General Meeting of Shareholders**  
**May 21, 2019**

**RULES OF CONDUCT**

We would like to welcome you to the 2019 Annual Meeting of Nielsen Holdings plc. In deference to all shareholders attending the meeting and in the interest of having a productive and effective meeting, please be aware of the following rules of conduct:

1. **Registration.** All shareholders and proxy holders attending the Annual Meeting in person must register their attendance at the registration table before entering the meeting room and present the documents set forth in Nielsen's Proxy Statement distributed in connection with the meeting. All attendees must wear the badge they received upon registration.
2. **Cell phones.** All cell phones must be turned off.
3. **Recording equipment.** Cameras, videotaping equipment and other recording devices will not be permitted at the Annual Meeting.
4. **Large packages/signs.** Large packages, banners, placards and signs will not be permitted at the Annual Meeting.
5. **Agenda.** We plan to follow the order of business outlined in our agenda as we conduct the Annual Meeting.
6. **Voting.** Only shareholders as of the close of business on the record date (March 22, 2019) are permitted to vote. We encourage you to vote in advance of the meeting, even if you plan to attend the meeting.

Internet: Shareholders may vote while attending the Annual Meeting on the Internet before the closing of the polls. To vote during the meeting, you will need your 16-digit control number and should click the appropriate voting button on [nielsen.onlineshareholdermeeting.com](http://nielsen.onlineshareholdermeeting.com).

In-person: If you plan to vote in person, bring your printed proxy card if you received one by mail. Otherwise, the Company will give shareholders of record a ballot at the Annual Meeting. If you are a beneficial owner, you must obtain a legal proxy from the organization that holds your shares if you wish to vote in person.

If you have already submitted a proxy, there is no need to vote during the meeting, unless you wish to change your previously submitted vote. Shares held through 401(k) plans cannot be voted or changed during the Annual Meeting.

7. **Question and answer session.** Only shareholders as of the close of business on the record date (March 22, 2019) are permitted to ask questions at the meeting.

Internet: You will need to enter your 16-digit control number to ask questions. Shareholders who would like to ask questions at the meeting are invited to do so by dialing the number posted on the meeting page of our webcast. When you dial in, you will be placed in the queue until we are ready for the Q&A session.

In-person: You will need to raise your hand to ask questions if you are attending the meeting in person. You may address the meeting only after you have been recognized.

8. **Limit on number of shareholder questions.** To allow us to answer questions from as many shareholders as possible, shareholders should make their questions succinct, and out of consideration for others, limit themselves to one question per shareholder, unless our Chairperson determines otherwise. We invite those shareholders who wish to ask a second question to join the queue again and, if time permits, ask a second question. We request that individual questions should not exceed 90 seconds.
9. **Inappropriate questions.** Shareholder questions are welcome, but conducting the business set out in the agenda for the benefit of all shareholders will be paramount. We do not intend to address any questions that are, among other things:
- irrelevant to our business or to the business of the Annual Meeting;
  - related to market rumors or material, non-public information, including our undisclosed projected future performance and other undisclosed potential material matters involving us;
  - related to pending or threatened litigation;
  - derogatory or related to personal grievances;
  - substantially repetitious of statements made by other shareholders;
  - in furtherance of the shareholder's personal or business interests; or
  - out of order or not otherwise suitable to the conduct of the meeting as determined by the Chairperson or Company Secretary in their reasonable judgment.
  - In addition, questions are not to be used as a forum to present general economic, political or other views that are not directly related to our business.

Questions after the meeting. If there are any matters of individual concern to a shareholder and not of general concern to all shareholders, or if a question posed was not otherwise answered, such matters may be raised separately after the Annual Meeting by contacting our Investor Relations department at [irteam@nielsen.com](mailto:irteam@nielsen.com).

10. **Shareholder proposals.** All substantive business to be conducted at the meeting is determined in accordance with the procedures contained in our articles of association. In accordance with our articles of association, any additional proposal proposed to be brought before the meeting but not provided in the Notice of Annual General Meeting of Shareholders and Proxy Statement will be ruled out of order.
11. **Discretion of the Chairperson of the meeting.** The meeting is a private business meeting, and our Chief Executive Officer who is acting as the Chairperson of the meeting, has complete discretion regarding the conduct of the meeting, in accordance with the laws of England and Wales and our articles of association, including the administration and interpretation of these rules of conduct.
12. **Compliance with rules.** It is the responsibility of each shareholder to comply with the rules of conduct for the meeting.

*Thank you for your cooperation and for joining our Annual Meeting.*