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A MESSAGE FROM DAVID

Dear Nielsen colleagues,

Our greatest strength is our integrity. It’s the foundation of our legacy, and it’s an honor and a responsibility to uphold. For the past 95 years, integrity has been an indispensable part of our identity and will continue to be at the core of everything we do. When we work with integrity, we all win. And there’s never been a better time to have trusted measurement across the media and marketing landscape.

Integrity builds a foundation for trust and transparency. It helps us win new business, serve our clients, preserve our brand, and build a better workplace. Our deep and unique sense of commitment to always do business the right way allows us to feel more connected to our company and to one another.

Our strong commitment to ethics and integrity makes Nielsen stronger, and helps our culture thrive

The Nielsen Code of Conduct is the foundational resource to help you and your colleagues across the globe live up to Nielsen’s high standards. The Code highlights ways you can respond to the types of ethical dilemmas and real-life situations we may face in our day-to-day work.

Thank you for reviewing and committing yourself to upholding the principles within the Code of Conduct, and remember, if you have a question about the right thing to do or if you see something wrong, talk with your manager, your Integrity Leader, HR or a member of the Legal team. You can also report a concern or seek clarification through our telephone or web helpline. It is important that everyone feels safe and encouraged to ask questions and to speak up.

We are Integrity. We are Nielsen.

David Kenny
Chief Executive Officer
NIELSEN’S VALUES AND EMPLOYEE EXPERIENCE:

OUR VALUES

Nielsen’s core values represent our strong, unified and unique company culture. They guide the way we work and interact with one another, and help drive our growth. Each value has two dimensions: business and personal. Integrity is a foundational part of our work that underpins all four Nielsen values. This Code exists to support associates living and working in a connected, open, useful and personal way.

Our OPEN systems, product designs and processes are made possible by the innovation that comes from openly sharing ideas. Integrity builds trust in the workplace to make this possible.

We’re CONNECTED in many ways: our systems connect to one another and to our clients’; and we connect to one another every day through the platform of our company. Doing the right thing gives us confidence that we’re working together for each other’s mutual benefit.

The more USEFUL our data is, the more effective we are; we’re committed to being useful to our clients and to helping one another succeed. This Code of Conduct is meant to be a useful guide for you when you face questions at work about the right thing to do.

The best way to feel fulfilled and authentically connect to your work, clients and colleagues is to make your work and your relationships PERSONAL. At Nielsen, integrity is at the heart of the personal value. Integrity is our legacy, and speaking up to preserve it is a meaningful personal action.
NIELSEN’S PROMISE TO YOU

As a Nielsen associate, you can create your own unique experience based on your career aspirations and personal priorities. At Nielsen:

YOU CAN BE YOURSELF
YOU CAN MAKE A DIFFERENCE
YOU CAN GROW WITH US

Starting from the time you are a potential candidate to when you become an associate and maybe one day, an alumni, we want to create a meaningful Nielsen Employee Experience. It is this unique experience that attracts world-class talent, fuels Nielsen’s business performance and growth, and shapes our culture of engagement and inclusion. The Code of Conduct is here to enable your employee experience to be safe, respectful, private, and honest.
INTRODUCTION TO OUR CODE
WHY DO WE HAVE A CODE?

The Nielsen Code of Conduct (Code) reinforces our commitment to integrity and promotes honest, legal and ethical conduct across Nielsen. We comply with all laws, rules and regulations that apply where we do business. This Code is based on those laws and regulations as well as on the internal Nielsen policies we need to follow. It also embodies the principles and best practices we embrace as a world-class organization, and it directs us to the appropriate resources when we need more information.

We work across different continents and different cultures with a variety of client industries—and the right thing to do may not always be obvious. Our Code is our framework and guide for acting with integrity. We commit to regularly reviewing - and updating as needed - this Code to make sure it keeps pace with our business.

The standards reflected in our Code are not arbitrary rules. They are carefully considered guidelines to help us manage risk and support our core values: connected, open, useful and personal. You should use the Code to help with general questions and then consult other Company policies or Company experts if you need more specific information or guidance.

By always following the Code we show the world what Nielsen is and what we stand for. “Integrity in Action” preserves Nielsen’s reputation, our independence and the trust we have built with our clients, partners, shareholders and each other.

“THE NUMBER ONE LEGACY OF MY FATHER WOULD PROBABLY BE INTEGRITY...”

ARTHUR C. NIELSEN, JR.
PRESIDENT 1957–1975
CHAIRMAN 1975–1983

At Nielsen, we take pride in the foundation of integrity laid over 90 years ago and we are committed to conducting business with the highest ethical standards. Today, Nielsen is a world-leading independent measurement company because of our dedication to the principles of ethics and integrity established by Nielsen’s founders.
WHO NEEDS TO FOLLOW THE CODE?

This Code applies to everyone at Nielsen. For convenience, references to “Nielsen” or the “Company” throughout the Code refer to our ultimate parent company Nielsen Holdings plc, and its subsidiaries and affiliates that we control. The Code also applies equally to the members of our Board, our senior officers and every employee, whether full-time, part-time or temporary. Nielsen independent contractors and contingent workers are expected to be familiar and comply in full with the Code when acting on Nielsen’s behalf.

We choose to do business with other companies that follow these same principles. Nielsen suppliers are expected to know and follow the guidelines in the Nielsen Supplier Code of Conduct and in turn to hold their suppliers and sub-contractors to the same high standards.
IF YOU ARE FACED WITH A CHOICE AND DON’T KNOW THE RIGHT THING TO DO, ASK YOURSELF SOME BASIC QUESTIONS:

- IS MY CHOICE GROUNDED IN OUR VALUES?
- DOES MY CHOICE FEEL RIGHT?
- WILL MY CHOICE VIOLATE THE LAW, THE CODE OR NIELSEN POLICY?
- WILL MY CHOICE HURT NIELSEN’S REPUTATION?
- WOULD MY FRIENDS AND FAMILY APPROVE OF MY CHOICE?
- HOW WOULD MY CLIENTS FEEL IF I MADE THIS DECISION?

IF YOU HAVE ANY DOUBTS ABOUT WHAT TO DO, SEEK ADVICE FROM YOUR COMPLIANCE & INTEGRITY LEADER.
WHAT ARE OUR RESPONSIBILITIES UNDER THE CODE?

**ALL EMPLOYEES**

- Always use common sense and good judgment.
- Rely on this Code as a resource to consult whenever you have questions.
- Ask questions—we have resources to help you navigate integrity challenges.
- Speak up if you have concerns about unethical conduct or violations of this Code, our policies or the law.

**OUR MANAGERS**

- Never retaliate against anyone who raises concerns about misconduct.
- Lead by example; make sure your actions reflect our values and our Code.
- Remind your team that integrity is a priority. How we get there matters as much as the end result.
- Foster an environment where employees feel comfortable speaking up and raising concerns.
SPEAKING UP

WHEN SHOULD I SPEAK UP?

Speaking up is not always the easy thing, but it is always the right thing. Speaking up demonstrates Integrity in Action. Remember that you do not need proof to report suspected wrongdoing.

Every single one of us—regardless of our position within the Company—has a personal responsibility to speak up if we have questions or concerns about misconduct. Speaking up protects Nielsen, our colleagues and our stakeholders.

- Speak up if you are faced with an ethical dilemma and don’t know how to proceed.
- Speak up if you think you or someone else might have made a mistake, or violated the law, this Code or Company policy. Remember that the sooner the Company learns of a problem or concern, the sooner we can work to resolve it.
- Speak up about a concern of misconduct even if it relates to another area of the business.

HOW DO I SPEAK UP?

There are many resources available to ask a question or raise a concern:

- Ask your manager
- Call the [Helpline](#)
- Use the [Helpline Web Form](#)
- Contact the [Compliance & Integrity Leader](#) for your market via email or phone or the Global Compliance & Integrity team at [SpeakUp@nielsen.com](mailto:SpeakUp@nielsen.com) or [Integrity@nielsen.com](mailto:Integrity@nielsen.com)
- Ask your Human Resources representative
- Ask the Legal team

IF YOU SEE SOMETHING THAT SEEMS WRONG, SAY SOMETHING.
WHAT WILL HAPPEN AFTER I SPEAK UP?

If you raise a concern, the Company will begin an objective investigation. You will probably be asked follow-up questions and, if appropriate under the circumstances, you may also be asked to keep your conversations related to the investigation confidential. Remember that the more information you provide, the easier it will be for the Company to investigate the situation and take appropriate steps if misconduct is found. The Company may share the results of some investigations with the person who raised the concern; in other cases, this may not happen.

WILL I BE TREATED DIFFERENTLY AFTER SPEAKING UP?

You should feel comfortable reporting honest concerns. Nobody is allowed to retaliate against you for making a report of suspected misconduct, for asking questions about this Code or for cooperating in an investigation. This means that no one can take disciplinary action against you or mistreat you because you sought guidance or raised a concern. Any person found to have retaliated in this way will themselves be subject to disciplinary action, which may include termination of employment.

Of course, speaking up must be done in good faith. Anyone found to have deliberately made a false report will be subject to disciplinary action.
Know that... we support and value integrity. The Company will not retaliate or tolerate any retaliation against any individual who raises a concern about misconduct or who participates in an investigation of any allegation. Retaliation is a serious violation of this Code and our values.

Know that... we will always try to protect the confidentiality of reports and of those who speak up, as well as those who participate in or support an investigation. In most situations, we will share information related to investigations only with those who need the information to carry out the investigation.

Know that... we will take your report seriously. If we identify misconduct, the Company will act to fix it and prevent it from happening again. Actions may range up to and include termination of employment for individuals involved in the misconduct. Where misconduct may violate the law, the Company may also refer the matter to law enforcement.

VIOLATIONS OF THE CODE

Nielsen takes all violations of this Code seriously. If, following an investigation, a violation is found, Nielsen will determine the appropriate consequences in accordance with local laws, which may include disciplinary action up to and including termination. In the case of potentially illegal activities, the Company may also refer the matter to appropriate authorities or pursue civil or criminal remedies.
INTEGRITY IN THE WORKPLACE
TREATING ONE ANOTHER WITH RESPECT

At Nielsen, the strength of our people defines us. We are committed to fostering a dynamic team environment where You Can Be Yourself. This means we treat one another with respect every step of the way. Nielsen prohibits all forms of harassment and discrimination. This means we avoid any behavior that could make other people feel demeaned or intimidated or could interfere with their ability to do their jobs.
INTEGRITY IN ACTION

- Work cooperatively with co-workers, clients and suppliers.
- Never bully, harass or intimidate another person.
- Never make racist, sexist or other discriminatory statements to your co-workers, clients, suppliers, or Nielsen panel households or survey respondents.
- Be thoughtful and respectful of the people you manage or supervise.
- Remember that behavior that you think is acceptable might offend someone else.

Speak with your manager, a Human Resources representative, or consult any of the resources described in this Code if you feel someone is acting disrespectfully towards you or others.
MORE INSIGHT

When we use the term harassment or discrimination, we are speaking generally about treating people differently because of a trait or characteristic that describes them. Nielsen is committed to maintaining a workplace that is free of all forms of harassment and discrimination, including but not limited to those based on race, color, religion, national origin, gender, sexual orientation, gender identity, gender expression, nationality, citizenship, age, marital status or physical or mental disability.

Sexual harassment occurs when job-related decisions are influenced by whether a person submits to or rejects unwelcome sexual advances. Sexual harassment can also include actions by a supervisor or colleague that create a hostile or offensive work environment.

Remember, however, that harassment does not have to be sexual in nature and can include any action that interferes with an employee’s work performance or creates an environment that is offensive, intimidating or hostile to work in.

“NIELSEN IS COMMITTED TO MAINTAINING A WORKPLACE THAT IS FREE OF ALL FORMS OF HARASSMENT AND DISCRIMINATION...”
VALUING DIVERSITY

At Nielsen we have a global commitment to Diversity & Inclusion as a business imperative. We foster, promote and celebrate diversity because it is key to our strength as a company and our business’ ability to innovate. We will continue our longstanding efforts to recruit and retain a workforce that reflects the communities where we live and work.

Read about Nielsen’s diversity and inclusion strategy, mission and five-prong approach in our Diversity and Inclusion Report.

INTEGRITY IN ACTION

• Be Open and Inclusive: seek out diversity; respect and value different backgrounds, perspectives and points of view.

• Follow Nielsen’s Global Employment Standards. Make all employment-related decisions such as whether to hire, fire or promote someone based on the individual’s merit alone.

• Support varying perspectives and points of view—they are crucial to our growth, strength and ability to innovate.

• Make a personal commitment to learn and communicate across lines of difference.

#EVERYDAYINTEGRITY

My team at Nielsen is great because we all work well together and have so much in common. Someone from another department is looking to join our team but her background is different from ours and she’s a lot older. Some members of our team are worried that she might not fit in well and that this could hurt or change our team dynamic. I’ve mentioned several times that we need to stop worrying about how she is different and start thinking more about her skills and strengths, as well as the value her different perspective can add.

Today, when I realized they still were not getting the message, I decided to call my HR representative to get some advice. She was really helpful and offered to have a meeting with our team. It feels good knowing my actions measured up.
PROMOTING A SAFE AND HEALTHY WORKPLACE

At Nielsen, we are committed to providing the type of safe and healthy work environment that allows us to be useful to each other and our clients. We follow all laws and regulations designed to protect the health and safety of our employees. This includes maintaining a workplace that is free from violence and threats of violence. It also means making sure that our workplace is free from the influence of any substance that could impair judgment or risk the safety of others.

INTEGRITY IN ACTION

- Be safe and report physical hazards you encounter.

- Do not use drugs or alcohol during Company time or on Company property (except for moderate consumption of alcohol served at a special event hosted by Nielsen).

- Keep all weapons, including lawfully licensed firearms, off of Nielsen premises and out of any Nielsen-owned or Nielsen-leased vehicles. Ensure that no weapons are in your possession while on Company business.

- Keep our facilities secure by wearing your ID badge and following Company rules for checking in visitors.

- Report any suspicious activity, threats of violence or other concerning behavior to your manager or to Nielsen Security (nielsensecurity@nielsen.com) immediately.

MORE INSIGHT

Although our general policy is to prohibit drugs and alcohol in the workplace, there are times when the Company may allow alcohol at certain Company-related events and functions. Always maintain good judgment, moderation and professionalism.
CAREFUL HANDLING OF PERSONAL INFORMATION

• Nielsen is committed to protecting the privacy and security of information about our employees, panelists, survey respondents, clients, suppliers and visitors to our websites. Nielsen complies with all privacy and data protection laws that apply to the information we collect around the world, which enables our business to be more connected. The Nielsen Global Privacy and Data Use Policy states the basic principles all Nielsen associates must follow.

INTEGRITY IN ACTION

• Collect and use information about individuals only if you have the right to do so and only for appropriate business purposes.

• Know the rules about disclosing individual-level data, including when, where and with whom you can share it. These rules may vary by country.

• Know and follow the Company’s records and data retention policies for individual-level data.

• Recognize that what constitutes “personal information” varies around the world and is constantly changing. Contact Nielsen’s privacy team (nielsenprivacy@nielsen.com) if you are ever unsure.

• If you think a “data incident” has occurred, including the potential loss or theft of individual-level data, report it immediately through ServiceNow.
SAFEGUARDING PROPRIETARY AND CONFIDENTIAL INFORMATION

• We are trusted to protect the proprietary and confidential information about Nielsen’s business, as well as confidential information that we receive from our clients, suppliers and other business partners. Confidential information may include business, product or marketing plans, information regarding negotiations, technical specifications, methodologies, client reports, analyses and deliverables, and other information and materials not publicly available. We must also respect and carefully manage all Intellectual Property rights, including copyrights, trademarks and patents, whether the owner is Nielsen or a third party. Nielsen policies on Data Classification, Privacy and Cyber Security set out details to ensure we do the right thing.
INTEGRITY IN ACTION

• Take the strongest measures to safeguard and protect confidential information.

• Keep all confidential information in a safe place and take care not to lose it, misplace it or leave it behind.

• Use strong passwords for your devices to protect confidential information stored on them.

• Do not discuss confidential matters or share information in public places such as elevators, hallways, restaurants, restrooms and public transportation. Be careful when discussing sensitive matters and confidential information on speakerphones.

• Never share confidential information with someone with no right to receive it, including other Nielsen associates. If in doubt, don’t disclose.

• Do not use confidential information that you receive accidentally. Notify Nielsen’s Legal team if you receive such information.

• Never share one client’s confidential data, prototypes, confidential analysis or trade secrets with another client or anyone else outside of Nielsen.

• Protect information about Nielsen panelists and panel stores.

• Understand and follow Nielsen policies and practices directed to using and protecting Intellectual Property.

• Refrain from using the Intellectual Property Rights of third parties without the approval of Nielsen’s Legal team. This is especially important for the use of third-party patents or Open Source Software. Nielsen’s Open Source Software Use Policy and other information about Open Source Software can be found here.

• Use trademarked or copyrighted material only with permission from the owner.
MORE INSIGHT

Confidential information means any Nielsen or third-party information that is not available to the public. It includes trade secrets and other information that, if disclosed, could be of value to competitors and/or harmful to Nielsen, our clients or our suppliers. Public disclosure of confidential information can also preclude Nielsen from being able to seek patent protection. Examples include our marketing strategies, client lists, pricing information, software code, technical designs and descriptions of proprietary architectures, product interface and structure, methodologies/processes, algorithms and financial information and other intellectual property. Nielsen data and analysis supplied to clients under contract must also be protected as proprietary confidential information since it is provided with restrictions on use and disclosure. 

Nielsen’s Data Classification Guide classifies and provides specific guidance on how to handle different types of confidential information.

Remember, we are trusted with confidential and personal information and we have a responsibility to secure and protect it. Our duty to protect it exists while at work, and also when we are away from the office. As a general rule, any information you receive about the Company, our employees, our panelists, our clients and our suppliers must be considered confidential, unless you know that the information has been approved by Nielsen to be shared with the public. However, Nielsen does not restrict non-managerial and non-supervisory employees from making commentary about their wages, hours or other terms and conditions of employment, where the right to make such commentary is protected by law.
USING COMPANY ASSETS THOUGHTFULLY

We treat and use Nielsen assets and property carefully and responsibly—from financial assets and Company records to office space, mobile phones and computer equipment.

INTEGRITY IN ACTION

- Use Company property and information and your position at Nielsen to support business goals, not for your personal benefit.
- Be thoughtful and efficient—do not waste or abuse Company supplies, materials, facilities or other property.
- Know and follow the rules around contract approvals and signatures; only make commitments on behalf of Nielsen if you are authorized to do so.
- Watch out for email scams like phishing, and never circumvent financial controls to speed up a payment.
- Do not destroy documents relevant to a pending or imminent litigation or government investigation.
- Keep all equipment safe and secure, do not leave unattended. Report any loss, theft or threat of fraud as soon as possible.

#EVERYDAYINTEGRITY

I work in finance. Last week, I got an unusual email from my country MD's email address asking me to authorize and expedite a large payment to a new vendor. Our country manager does not normally email me directly or get involved in payment matters. I was also puzzled by the request because I knew she was out of the office on vacation.

The next day, I received more emails telling me the transfer had to be made urgently. The MD seemed angry and impatient. I thought about going around the payment controls we have in place to please the leader, but I know the importance of our controls and remembered learning about email scams from my security training course. I reported the emails to my boss and Nielsen Security, and they told me that this was a scam and I should ignore the payment requests. When the MD returned from her vacation, she confirmed that she did not send the emails and thanked me for sticking to our controls and checking with the team when I was unsure about what to do.
ACTING RESPONSIBLY WHEN USING THE COMPANY’S COMPUTERS AND INFORMATION SYSTEMS

Our computers, electronic devices and information systems enable us to communicate effectively amongst each other, our clients, suppliers and other business partners. We each have an obligation to use Nielsen technology resources appropriately at all times. Personal use of Company computers and information systems must not interfere with your work for Nielsen or violate Nielsen’s policies. Nielsen prohibits the use of Company computers and information systems to access material that is pornographic, obscene, illegal, or otherwise violates this Code.

We are all responsible for demonstrating good judgment and following Company policies to ensure we use Nielsen computers, information systems and technology in a responsible and professional manner.

INTEGRITY IN ACTION

- Use good judgment whenever using the Company's technology resources and don’t send or discuss illegal, harassing, bullying, intimidating, obscene, sexually explicit, violent, or discriminatory material. Also, remember that anti-harassment, data protection and other workplace conduct policies apply when using email as well.

- Remember that, subject to applicable law, the Company may monitor your use of Nielsen's computers and communication systems, may review or record information that you create, send or store and the Company may transfer content that you create or save to other employees.

- Take care when using social media: always follow the Nielsen Social Media Policy.

- Be careful not to leave phones or laptops unattended.

- Don’t share passwords—even with your friends, relatives or co-workers.

- Be mindful of any special rules that may apply if you work remotely.

- Be careful with email: avoid clicking links that may be phishing or introduce viruses.

- Understand your obligations under the Nielsen Cyber Security Policy and contact Nielsen Security (nielsensecurity@nielsen.com) if you have questions.

- On termination of employment, all Company property, including devices and digital information contained on them, must be returned to Nielsen. Because Nielsen cannot guarantee that, upon termination, employees will be able to retrieve personal files or other data stored on Nielsen-issued devices, employees are encouraged to exercise caution in using Nielsen devices for personal file storage.
INTEGRITY IN THE MARKETPLACE
ENSURING THE INTEGRITY OF OUR DATA

Our clients rely on the integrity of our data, analysis, products and services. Our independence is a competitive advantage, and we always conduct our research and analysis honestly and fairly. We never engage in conduct that might interfere, or have the appearance of interfering, with the outcome of any specific report or analysis.

INTEGRITY IN ACTION

- Follow all Company processes and procedures. Approach all measurement and analysis without bias.
- Never manipulate data to produce an outcome that would be more favorable to a client.
- Remember that many of our clients compete with one another—never act in a way that might suggest one client is receiving preferential treatment.
- Carefully follow all processes and protocols designed to protect the integrity of Nielsen panel homes or stores.
COMPETING FAIRLY

We win by outperforming our competition fairly and honestly. Many laws govern behavior for competing in the marketplace, including the antitrust and competition laws in the countries where we operate. These laws are designed to promote competition and ensure that businesses compete on the basis of quality, price and service. Additional obligations may apply when our Company has a dominant market position. Violating these laws can result in criminal prosecution, as well as significant financial penalties for both the individuals involved and the Company.

Here are some basic rules to help you ensure we comply with the competition laws that apply to us at Nielsen:

• **Be cautious in discussions or agreements with competitors:** No Nielsen employee (or third-party acting on our behalf) may discuss prices or other competitively sensitive information with competitors or reach an agreement with competitors on pricing or allocation of clients or territories. All discussions and agreements with competitors must be approved in advance by the Nielsen Legal team.

• **Avoid coordinated behavior:** The Company's decisions must be made unilaterally and not in coordination with competitors—this includes our own competitors as well as our clients as they compete with each other. This prohibition applies to informal “understandings” or mirroring a competitor's behavior, as well as to formal agreements.

• **Client agreements can raise legal risks:** Arrangements that involve exclusivity or that condition the purchase of one product on the purchase of another product may raise legal concerns. Offering rebates or discounts to force out competitors can also be illegal. Any such agreement must be approved in advance by the Legal team.

• **Reseller agreements can raise legal risks too:** In many countries and circumstances we are prohibited from dictating the price a reseller can charge for Nielsen products and services. In the European Union, territorial restrictions may be prohibited as well. All reseller agreements should be reviewed and approved by the Legal team.
INTEGRITY IN ACTION

- Never take unfair advantage of any person or another company through manipulation, concealment, abuse of proprietary or confidential information, misrepresentation of material facts, or any unfair dealing or practice.

- Understand how competition laws apply to your job. Ask the Legal team if you are in doubt.

- Never agree with competitors on prices, to divide territories or clients or to restrict dealing with certain individuals or companies.

- Take care when participating in trade associations—requests to share information must be vetted by the Legal team.

- Never make false statements about competitors.

- Do not encourage a client or prospective client to violate the terms of a contract with a competitor.

- Never set discounts or pricing or other contract terms with the aim of forcing competitors out of the market.

- Contact the Legal team if you have questions about whether your or a competitor’s actions comply with antitrust or competition laws.
MORE INSIGHT

Trade associations and other industry bodies can be useful groups to help businesses grow, develop best practices and foster their mutual interests. However, industry associations also present serious antitrust and competition law risks. If you participate in a trade association—including involvement in a client industry group—watch for red flags and guard against the improper sharing of information or collusion.

- Requests to share non-public information—even historical information—must be reviewed and approved by the Nielsen Legal team.

- Observe any ground rules laid out by the Legal team for participation in a trade association.

- If a participant in a trade association raises an improper topic such as prices, pricing policies, costs, discounts, credit terms, restrictions on buying or selling, or suggests any form of collusion, state explicitly that Nielsen will not discuss the matter, leave the meeting and have both your objection and exit noted. Report the incident to the Legal team immediately.
AVOIDING CONFLICTS OF INTEREST

As employees of Nielsen, we all must act in Nielsen's best interest and make sure that our pursuits outside of work don't interfere with our ability to make the right decisions for Nielsen or undermine Nielsen's independence. A conflict of interest exists when your personal, financial or family interests or relationships or your other professional commitments interfere, or may appear to others to interfere, with your ability to be objective and act in the best interest of Nielsen. Conflicts of interest can arise at any time and can significantly harm your and the Company's reputation.

Conflicts of interest, whether direct or indirect and including interests and relationships that have the potential to be conflicts or simply appear to be conflicts, must be disclosed so the Company can evaluate and confirm its position on the conflict in writing. Conflicts disclosures should be made to your manager and Compliance & Integrity Leader.

INTEGRITY IN ACTION

• Seek written approval from your manager, your HR representative and the Compliance & Integrity team before engaging in any secondary employment. Complete the Non-Nielsen Board Approval Request process before accepting a position on another company's board of directors.

• You and members of your family and household are prohibited from serving on a Nielsen panel or participating in a Nielsen survey.

• Never work for a competitor, client or supplier of Nielsen while employed by Nielsen.

• Don't seek or receive personal gain from a client, competitor or supplier of Nielsen, or take personal advantage of an opportunity discovered through your position at Nielsen or through the use of Nielsen property or information.

• Avoid personal relationships that will compromise your judgment at work.

• To protect Nielsen's objectivity, you and members of your household are prohibited from serving on a Nielsen panel or participating in a Nielsen survey.

• Disclose to your manager and the Compliance & Integrity team if you think you might have a conflict or potential conflict of interest, or have a relationship or commitment that might give the appearance of a conflict of interest.

• Understand that the Company may, subject to applicable law, impose restrictions or take actions deemed appropriate to address an actual or potential conflict of interest, including transfers, reassignments, or, where appropriate, termination of employment.
MORE INSIGHT

Many types of activities or interests can create a conflict of interest. The Code of Conduct cannot list every possible conflict of interest, but here are some common examples that would need to be disclosed:

• Having a financial interest in a company that does business with or competes with our Company (other than stock ownership of publicly listed companies worth less than 1% of the individual's net worth and less than 1% of the listed company's shares).

• Working for, consulting for or sitting on the board of any other company while employed by Nielsen.

• Hiring a family member for a position at Nielsen.

Certain relationships can also create conflicts of interest or the appearance of conflicts of interest.

• For example, a romantic relationship between a manager and someone managed by that person would present a conflict.

• Employees also must not make hiring, firing, promotion or compensation decisions about their relatives or domestic partners.

• Employees may not participate in the selection of vendors if they have personal relationships with one of the vendor candidates.

• Problems can also arise if relatives or domestic partners work together; as a rule of thumb, a relative or domestic partner of a manager cannot work in the same department as the manager.

The term “relative” or “family member” includes the following (whether through blood or adoptive relationships): spouse, parent, grandparent, child, grandchild, sibling, in-laws, aunt, uncle, niece, nephew, cousin, step-relatives or others residing in the household. A “domestic partner” is defined as a person of the same or opposite sex who is in an exclusive committed relationship with an employee or registered as a domestic partner under applicable law. If a familial or domestic partner relationship develops between two employees, Human Resources must be notified immediately so Nielsen can take the necessary steps to address any conflicts.
COMPLYING WITH SECURITIES REGULATIONS

We comply with all laws that prohibit the buying or selling of securities based on material nonpublic information. This includes information about Nielsen as well as information about our clients, business partners or any other party.

INTEGRITY IN ACTION

- Don't buy or sell Nielsen securities if you have access to material nonpublic information about the Company.
- Don't buy or sell securities of any other company if you have obtained material, nonpublic information about that company.
- Do not share or provide “tips” to others based upon material nonpublic information unless the communication is lawful and appropriate under the circumstances, has been properly authorized in accordance with Nielsen's policies and procedures then in effect (including the Securities Trading Policy), and the person receiving the information has agreed to keep the information confidential.
- Understand and familiarize yourself with our Securities Trading Policy. Contact the Legal team if you have any questions or concerns.

MORE INSIGHT

The term “material information” refers to information that a reasonable investor would value when deciding whether to buy, hold or sell the security. In other words, it includes any information that is likely to have a significant effect on the market price of the security. Examples of possible material information include sales results, earnings, dividend actions, strategic plans, new products, important personnel changes, acquisition and divestiture plans, the gain or loss of a major client, marketing plans and joint ventures and government actions. “Nonpublic” means information that has not been widely disseminated.
KEEPING HONEST AND ACCURATE RECORDS

At Nielsen, our financial statements and all reports and documents we file with regulators must tell the truth. We are committed to fair, accurate and timely recording and reporting of information about Nielsen. In order to ensure financial integrity, the Company has specifically designed processes and procedures to ensure accurate financial reporting. We all have a responsibility to follow these internal requirements and controls, and to prevent others from attempting to circumvent those controls.

We must always exercise sound judgment and strictly follow Nielsen policies when recognizing revenue, or documenting transactions and recording expenses.

INTEGRITY IN ACTION

- Maintain complete, accurate and timely records and accounts for all business transactions.
- Follow Company policies and procedures when recognizing revenue and recording expenses, assets or liabilities.
- Watch for inaccurate documents, such as erroneous time sheets, invoices or expense reports. Speak Up if you see something wrong.
• Never use your corporate credit card for personal expenses.
• Submit expense reports only for valid business expenses. Review Nielsen’s T&E Policies for further guidance.
• Provide timely, realistic forecasts and assessments and never misrepresent the facts of a business transaction.
• Always provide accurate information for inclusion in Nielsen’s regulatory filings.
• Follow complete review and approval procedures. Do not cut corners.
• Cooperate with all internal and external audits and investigations and never do anything to mislead or improperly influence the Company’s internal or external auditors in performing their audits or reviews of the Company’s financial statements or financial controls.
• Report any concerns about fraud or failure to follow internal controls—no matter how small the amount and regardless of whether it relates directly to your business unit—to a Compliance & Integrity Leader or the Legal team immediately.
• If you are a member of the Finance team, understand and follow the Disclosure Committee process and solicit input from all relevant colleagues. Members of the Legal, Security, HR, Finance and Operations teams must ensure they report to Finance any matters that may be relevant to Nielsen’s reporting. Questions about the Disclosure Committee process should be directed to the Corporate Controller.
• Concerns about accounting, internal accounting controls or auditing matters may also be reported directly to the Audit Committee of the Board of Directors (auditcommittee@nielsen.com).
MORE INSIGHT

Watching for Fraud

We all have an obligation to watch for and report signs of fraud, including situations that could allow fraud to happen. Fraud that occurs at or involves Nielsen can deplete our assets and damage productivity, brand image and employee morale.

We all play an important role in combatting fraud. Here are ways you can help:

• Never use Company credit cards or other Company accounts for personal purchases.
• Never seek reimbursement for personal expenses.
• If you are a manager who reviews expense reports—closely review them to ensure you are comfortable with any unusual transactions or exceptions.
• Don't ignore irregularities because they are small in size. Something small may be a sign of a larger issue and should be reported.
• Never circumvent controls for authorizing payments from Nielsen’s accounts.

When you raise an issue of suspected fraud, the Company will take your complaint seriously and look into it. You will not suffer a negative consequence for speaking up about an honest concern. Retaliation against an employee who raises a concern is a violation of the Code and will not be tolerated.

#EVERYDAYINTEGRITY

I had a feeling that my manager was falsifying expenses. I overheard him organizing a dinner at an expensive restaurant with a group of his friends, and the next day I noticed him putting in an expense claim for a client dinner at the same location. It was possible that there was a client dinner separate from the friends dinner—I wasn't sure—but the timing seemed suspicious. I didn't think I should ignore it, but I wasn't comfortable talking to anyone in the office about it.

I decided to use the webform for associates to report concerns or ask questions about integrity. Soon after, an investigation was launched into his expenses. It turned out that the dinner was with his friends and this wasn't the first time he'd charged the Company for personal expenses. He’s no longer at the Company. I’m glad I spoke up.
COMMUNICATING RESPONSIBLY
WITH THE MEDIA AND THE PUBLIC

At Nielsen, we are committed to communicating accurately and honestly to our clients, our investors and the public at large. To ensure that our communications are clear and consistent, the Company designates certain individuals to communicate with the public on our behalf.

“AT NIelsen, WE ARE COMMITTED TO COMMUNICATING ACCURATELY AND HONESTLY...”

INTEGRITY IN ACTION

• Do not communicate with the press or the media unless you have been authorized by the Chief Executive Officer or the Global Communications team to speak for the Company.

• If you receive an inquiry from the media concerning Nielsen’s business, forward it to the Communications representative for your market or business unit so that they can respond appropriately.

• Carefully follow the rules around sending commercial emails set out in Nielsen’s Email Marketing Policy. Failing to do so can result in large fines for Nielsen and damage our reputation.

Nielsen does not prohibit non-managerial and non-supervisory employees from communicating about the terms and conditions of their employment, where the right to make such commentary is protected by law.
EXERCISING GOOD JUDGMENT WHEN USING SOCIAL MEDIA

Social media can be an effective communication tool and should be used responsibly. At Nielsen, we carefully consider all communications, particularly those sent or posted online, and ensure that our use of social media is in line with our Social Media Policy and the law.

INTEGRITY IN ACTION

- Understand the implications of what you say online and how your communications can affect our business, our reputation and even our legal obligations.
- Never discuss or share confidential information about Nielsen or any of our associates, clients or business partners on social media, regardless of whether your conversations are intended to be public or private.
- Always be respectful of Nielsen clients and business partners.
- Do not engage in harassing, bullying, intimidating, obscene or discriminatory activities.
- If using social media for personal reasons, make clear you speak for yourself alone and not the Company.
- Use social media for business purposes only if approved to do so.

#EVERYDAYINTEGRITY

My team has been really frustrated with another team that we work with frequently. Recently, one of my teammates posted derogatory and sexist messages about members of the other team on his personal social media profile. Part of me felt like it was not a big deal, and the people he was talking about would never see the messages. But after thinking it over, I realized that even if the people he was talking about might not directly see the post, it’s possible that someone else could repeat or share the information.

It probably would have been easier to ignore it, but I told my manager about my concerns. She appreciated that I spoke up and said she would address the situation.
INTEGRITY IN THE GLOBAL COMMUNITY
ACTING AS A GOOD CORPORATE CITIZEN

It’s through our holistic approach to cultivating a corporate responsibility and sustainability mindset that we create - and multiply - value for our company, our people, our shareholders and our world. We recognize that to do it right, value creation must be collaborative, inclusive and focused on the long term. Our corporate responsibility and sustainability commitments and how we manage them are set out in more detail in the Nielsen Global Responsibility Report and the Nielsen non-financial materiality assessment.

INTEGRITY IN ACTION

• All associates are eligible for 24 hours of Dedicated Volunteer Time during work hours each calendar year. You are encouraged, but not required, to use this time volunteering in the spirit of Nielsen to make a difference in the communities in which we live and work.

• Lead and participate in local and global Green Team projects to make a positive environmental impact.

• Hold our suppliers accountable to social, environmental and governance requirements as outlined in our Supplier Code of Conduct.

• Activities at work to support charitable organizations are only permitted when organized through Nielsen Cares and/or Employee Resource Groups.
PROTECTING HUMAN RIGHTS

At Nielsen we recognize that human rights are basic, universal rights that form the foundation for freedom, justice and peace in the world and apply equally in all countries. In addition to our general commitment to human rights, we specifically seek to prevent harm to human rights as a result of Nielsen’s business. This requires ongoing collaboration among our employees, communities, clients, suppliers and the consumers and audiences we interact with across the globe. We comply with all local laws and regulations concerning freedom of association and collective bargaining. We prohibit human rights abuses, including discrimination and harassment, excessive or forced labor, child labor, compensation below minimum living wages, unsafe working conditions, slavery and human trafficking.

INTEGRITY IN ACTION

• Comply with laws prohibiting human trafficking, child and forced labor.

• Be vigilant when it comes to the most vulnerable groups in society: watch for indicators of exploitation of children, physical punishment or abuse and involuntary servitude of any person. Speak Up if you see something.

• Require our suppliers to support and respect the free exercise of these human rights in line with our Supplier Code of Conduct.

• Familiarize yourself with Nielsen’s Human Rights Guidelines.
PREVENTING BRIBERY AND CORRUPTION

We succeed by acting with integrity in all aspects of our business. All forms of bribery are prohibited across all Nielsen operations, in all of our locations and in all of our interactions, whether with private clients or with government or public officials, and whether by Nielsen associates directly or by third parties on our behalf. We do not give cash or cash equivalents or anything else of value in order to secure an unfair business advantage. We do not make payments or provide any benefit to government officials to obtain business, favorable treatment or to avoid a fine or penalty. We also do not make facilitation payments or give tips or “grease money” to government officials to speed up their performance.

The consequences of bribery, including facilitation payments, can be serious for our Company and the individuals involved, and can include fines and criminal penalties. For more details about prohibited payments and who is a “government official,” consult Nielsen’s Anti-Corruption Compliance Policy.

MORE INSIGHT

Remember that bribes don’t always involve cash. Bribes can come in different forms such as:

- Cash equivalents (such as gift cards or gift certificates)
- Gifts, entertainment and hospitality (additional guidance on gifts and entertainment can be found below)
- Payment of travel expenses—especially when there is not a clear business purpose for the trip
- Vacations
- Offer of a job, internship or other assignment in the future (including job offers for a family member or friend of the government official)
- Political contributions
- Scholarships or jobs for a government official’s child
- Donations to a government official’s preferred charity
INTEGRITY IN ACTION

• Review and understand Nielsen’s Anti-Corruption Compliance Policy and how this relates to your job.

• Never promise, offer or give something of value with the hope of securing an unfair business advantage.

• Never promise, offer or give money or something of value because you think it will “help” Nielsen avoid a tax, fine or penalty.

• Never “grease” a government official to speed up any task, such as customs clearance or the issuance of a permit, license, visa or any other approval, even if this is common in your market.

• Make our rules clear to all agents and third parties who work on our behalf—Nielsen can be held liable for their actions. Monitor all agents and third parties to make sure they comply.

• Never conceal the true nature of an expense. Clearly and correctly record all payments and transactions.

• If you are ever asked by a client, supplier, government official or other party to make or to take a bribe, kickback or other prohibited payment, gift or benefit, refuse the request and immediately inform your manager and your Compliance & Integrity leader or a member of the Nielsen Legal team.

• If you believe someone has made a prohibited payment, immediately inform the Legal team.

#EVERYDAYINTEGRITY

In my country, we need to secure a government permit to allow us to do our work. I was pressured by the official behind the desk to pay him a small amount of money to process the application. I called my manager as I wasn’t sure what to do. She explained that giving “facilitation payments” or “speed money” is prohibited under Nielsen’s policies. She suggested that I firmly refuse to make the payment, which I did. I kept returning to the government office every day to check on the status of my application. Eventually, I got the permit, even though it was processed later than we wanted.

When the time came to get the next permit, I made sure to go to the office several weeks earlier than required and returned regularly to wait, again informing the official that I couldn't make a payment. Again, after some time, the official recognized that no money was coming and released the permit without it. This time, because I started early, we got what we needed in the time frame we needed. I was proud that we were able to do the right thing by refusing to make the payment and still meet our project deadlines.
EXERCISING GOOD JUDGMENT WITH GIFTS AND ENTERTAINMENT

Exchanging gifts and hosting entertainment can be a part of day-to-day business interactions, and using good judgment in this area is extremely important. At Nielsen, we only give or receive gifts or entertainment when doing so will not affect the making of fair and unbiased business decisions.

INTEGRITY IN ACTION

- Never offer, promise or give anything of value to any person to obtain any improper business advantage or to encourage that person to partake in corruption or deception.
- In all circumstances, the giving of gifts to or the entertainment of a government official must be pre-approved in writing by the Legal team.
- Never give cash, cash equivalents or gifts of securities to or accept them from anyone with whom you have a Nielsen business relationship.
- When considering whether to accept an invitation for business entertainment, keep in mind how your attendance may be viewed by outside parties.
- Make sure that any gifts, meals or entertainment you provide are in line with customary business practices and do not violate the law or the code of conduct of the receiving party.
- Rules around gift giving apply to families too. Gifts given or received by your family or the family of someone we do business with raise the same issues as a gift given directly.
- If you are offered a gift that does not align with Nielsen policy, return it as tactfully as possible. If it is not possible to decline the gift without damaging a relationship, the gift should be turned over to the Company.
- Always follow your local market’s gift policies and guidelines, which could have stricter dollar amount limitations.
MORE INSIGHT: WHEN IS IT OK TO EXCHANGE GIFTS OR ENTERTAINMENT?

Some gifts and forms of entertainment are never allowed, and others are usually permissible to give or receive. Here are some examples.

NEVER Permitted
- Cash or cash equivalents (gift cards, gift vouchers)
- Gifts valued above local custom (and never more than US $200)
- Gifts that are intended to improperly influence business decisions
- Entertainment that is inappropriate, excessive in value or against the law

OFTEN Permitted … BUT ALWAYS ASK THE LEGAL TEAM IF YOU ARE UNSURE
- Token gifts (calendars, t-shirts, items with a Nielsen logo)
- Normal business entertainment where the giver is present and the purpose is to foster business relations
- Invitations to industry or business-related meetings or conferences held locally

Even with good judgment it may be hard to tell whether a gift or entertainment is reasonable. At these times, the best plan is to consult with the Compliance & Integrity Leader for your market, Human Resources or the Legal team. Any requests for a gift outside these limits must be approved in advance and in writing by the Legal team.

#EVERYDAYINTEGRITY

A client offered me a pair of tickets to take a friend with me to a World Cup match. Although I have attended soccer matches with clients before, I have never been given a gift of tickets to something as expensive as the World Cup. As much as I wanted to accept the tickets right then and there, I was not sure if Nielsen policy allowed me to accept the tickets. I thanked my client and said that I needed to get my manager’s approval first.

My manager was happy I asked, and told me that we only accept event tickets if they are for networking or building business together with our clients. I called the client and explained that I couldn’t accept the gift unless he joined me and he understood.

MORE INSIGHT

In many countries around the world we compensate shopkeepers and others who participate in our panels and research with gift vouchers and gift cards. These “tokens” are not considered gifts and are allowed. However, all controls regarding the purchasing and giving of such gift vouchers must be followed, and appropriate documentation must be maintained.
**COMPLYING WITH GLOBAL TRADE REQUIREMENTS**

As an Open and Connected global company, we move information, technology, people, products and services across national borders. As a result, international trade laws apply to our activities, including laws that prohibit certain business activities with and within certain countries, as well as with particular persons or entities that are deemed a threat to security, human dignity and human rights. We are committed to following applicable international trade laws including import and export controls regulations. We also comply with all applicable trade sanctions and anti-boycott laws.

**INTEGRITY IN ACTION**

- Be aware of the global trade laws that apply to Nielsen and the markets where you work. See [Nielsen’s Global Trade Sanctions policy](#) for more information.
- Watch for warning signs of money laundering, such as requests to pay to bank accounts in a different name, country, or currency, or to split payments across accounts.
- Make sure we aren’t doing business with prohibited people or in prohibited places.
- Never agree to cooperate with an unlawful boycott: even if legal in one country the boycott may violate U.S. law or other laws that apply to Nielsen globally. Check Requests for Proposals (RFPs) and contract terms.
- Be vigilant and exercise good judgment by promptly reporting any unusual or suspicious activities.
- If you aren’t clear about your obligations, speak to your manager or the Legal team.

**MORE INSIGHT**

What is an export?

An “export” is not only the transfer of a physical commodity like a computer or a television meter. It can also include the transfer of services or technology to a national of another country by:

- Email
- Face-to-face discussions, either in the U.S. or abroad
- Visits to a Nielsen location

Exporting goods or technology without the appropriate government approvals can result in the loss of export privileges, as well as civil and criminal penalties for Nielsen and the individuals involved. Do not ask someone to deliver equipment or software when traveling to a Nielsen office in another country without first confirming it is permitted. For further guidance on export controls, please contact the Legal team.
PARTICIPATING FAIRLY AND LAWFULLY IN THE POLITICAL PROCESS

Nielsen engages with government officials, industry associations and experts on public policy issues important to our business and to our clients' businesses. We comply with all relevant campaign finance, lobbying, and government ethics laws and make associated filings and reports.

Nielsen employees may not use Nielsen funds to make political contributions or seek reimbursement for political contributions.

NielsenPAC, the Company’s political action committee, contributes to candidates for federal office in the United States using voluntary contributions from eligible employees who are U.S. citizens. Contact Nielsen’s Government Affairs team (government.affairs@nielsen.com) with questions about NielsenPAC or to confirm your eligibility.

INTEGRITY IN ACTION

- Never make political contributions or attend a political event on behalf of Nielsen or with corporate funds.
- If you give or attend a political event, make clear it is in your personal capacity.
- Do not seek reimbursement from the Company for any personal political contributions.
- Ensure that all third-party donations, including charitable contributions, are properly reviewed and approved by Nielsen’s External Affairs team and classified for proper reporting. Consult Nielsen’s Third Party Donation Guidelines and your Finance representative with questions.
- Deny requests from government officials for contributions with Nielsen funds to any political or charitable organization.
- Do not agree to serve on a government advisory board without obtaining approval from Nielsen Government Affairs (government.affairs@nielsen.com) and the Non-Nielsen Board Approval Request process.
- During working time, do not solicit your coworkers’ support or distribute material on behalf of another organization, including charitable organizations or political candidates.
- Remember that no one in the Company may require you to contribute to, support, or oppose any political group or candidate.
- Keep in mind that only employees authorized by Nielsen Government Affairs may take a public position on government actions on behalf of Nielsen.
CONCLUSION
Our commitment to Integrity in Action comes with an obligation to Speak Up. If you see something that is not in line with our values, our Code, our policies or the law—say something. The Code cannot cover every scenario you might encounter in your work at Nielsen, so if you have any doubts or just don’t feel right about something, please Speak Up. If you are unable to access the links to any policy referred to in the Code, please contact your HR representative who will provide you with a copy.

We know that asking for help and raising concerns may be difficult at times. That’s why Nielsen offers multiple options to help you feel comfortable when you need to Speak Up.

- **Tell your manager**
- **Tell your Human Resources representative**
- **Call the Helpline**
  You can raise a concern by phone, speaking to a live, confidential, third-party representative, 24 hours a day, 7 days a week. This is available in 38 languages. A complete list of country-by-country local access numbers can be found [here](#).
- **Report online**
  To submit a claim via an online form in 23 languages, visit [https://nielsenhelpline.tnwereports.com/](https://nielsenhelpline.tnwereports.com/) or follow the link from the Nielsen Now Compliance & Integrity page
- **Contact your Compliance & Integrity Leader**
- **Contact the Legal team**
- **Integrity@nielsen.com**
- **SpeakUp@nielsen.com**

Occasionally, in special circumstances, there may be a valid reason to request an exception from some part of our Code. Waiver requests for employees must be submitted in writing to HR or the Compliance & Integrity Leader for their market. For the CEO, senior executive officers and members of the Board of Directors, waivers may only be granted by the Audit Committee or the full Board of Directors and are subject to applicable laws and regulations regarding disclosure to shareholders. Although we encourage employees to identify themselves when making reports to improve our ability to follow up and investigate, complaints may be made anonymously unless prohibited by the law in your country. Remember that you will never be retaliated against for reporting a concern.
SPEAK UP CONTACT INFORMATION

The Speak Up email addresses allow you to email your market’s Compliance & Integrity Leader directly. You can also use the applicable geographic cluster Integrity email address.

For the telephone Helpline, many countries have direct toll-free access. For countries without direct toll-free numbers, you can reach the Helpline for free as shown below by either (a) first dialing the local AT&T Access Number, and then the Helpline number shown or (b) placing an international collect call (i.e., a reverse charge call).

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Asia-Pacific Markets
Email: asiapacificintegrity@nielsen.com

Sub-Saharan Africa Markets
Email: africaintegrity@nielsen.com

European Markets
Email: europeintegrity@nielsen.com
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