COMPANY REGISTERED NUMBER 09422989

Nielsen Holdings plc
Annual Report and Accounts

As required by the U.K. Companies Act 2006, using International Financial Reporting Standards

For the year ended 31 December 2020

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STRATEGIC REPORT

This annual report highlights information about Nielsen Holdings plc and its subsidiaries. In this annual report, except as otherwise indicated herein, or as the context may otherwise require, references to "Nielsen", "the Company", "we", "our", and "us" refer to Nielsen Holdings plc and each of its consolidated subsidiaries.

OVERVIEW

We are a leading global measurement and data analytics company that provides a view available of consumers and markets worldwide. We provide clients with a comprehensive understanding of consumers' media consumption and buying behavior and how those choices intersect. We deliver critical media and marketing information and analytics. We also provide manufacturer and retailer data and analytics about what and where consumers purchase. Our measurement and analytical services help our clients maintain and strengthen their market positions and identify opportunities for profitable growth. We have operations in over 90 countries, covering approximately 80% of the world's population. We have significant investments in resources and associates all over the world, including in many emerging markets, and hold leading market positions in many of our services and geographies. Based on the strength of the Nielsen brand, our scale and the breadth and depth of our solutions, we believe we are a global leader in measuring and analyzing consumer behavior in the segments in which we operate.

Our Company was founded in 1923 by Arthur C. Nielsen, Sr., who invented an approach to measuring competitive sales results that made the concept of "market share" a practical management tool. For nearly a century, we have advanced the practice of market research and media audience measurement to provide our clients a better understanding of their consumers. In January 2011, our Company consummated an initial public offering of our common stock and our shares started trading on the New York Stock Exchange under the symbol "NLSN".

BUSINESS REVIEW

Business Model

Prior to February 2019, we were aligned into two reporting segments: what consumers buy ("Buy") and what consumers read, watch and listen to ("Watch"). In February 2019, we realigned our business segments from Buy and Watch to Nielsen Global Connect ("Connect") and Nielsen Global Media ("Media"). Each segment operates as a complete unit—from the conception of a product, through the collection of the data, into the technology and operations, all the way to the data being sold and delivered to the client. Our Connect and Media segments are built on a foundation of proprietary data assets that are designed to yield essential insights for our clients to successfully measure, analyze and grow their businesses. Our segments each consist of two product categories: Audience Measurement and Plan / Optimize in Media and Measure and Predict / Activate in Connect. These categories are based on our core measurement platforms in both Media and Connect, while Plan / Optimize and Predict / Activate are designed to build on our measurement capabilities to enhance client decision-making. These changes better align our external view to our go-forward internal view. Our reportable segments are stated on the new basis and such changes were applied retrospectively. The impact of these changes did not have a material impact on our consolidated financial statements or segment results.

On 31 October 2020, Nielsen entered into an agreement (the "Connect Sale Agreement") to sell its Global Connect business to affiliates of Advent International Corporation (the "Connect Transaction"), for $2.7 billion in cash, subject to adjustments based on closing levels of cash, indebtedness, debt-like items and working capital, and a warrant to purchase equity interests in the company that will own the Global Connect business (the "Connect Warrant"). The Connect Transaction was unanimously approved by the Company's Board of Directors and was approved by the Company's shareholders at a special meeting on 11 February 2021. The Connect Transaction closed on 5 March 2021. The Connect Transaction has resulted in the Connect segment being reported on a discontinued operations basis for the year ended 31 December 2020 and classified as a disposal group held for sale as of 1 November 2020. Pursuant to the Connect Sale Agreement, Nielsen entered into certain ancillary agreements pursuant to which, among other things, Nielsen and Advent will (i) provide certain transitional services to each other for periods of up to 24 months following the closing, and (ii) grant each other reciprocal licenses for certain data and corresponding services relating to that data for periods of up to five years following the closing. The Connect Sale Agreement contains customary representations, warranties and covenants by each party that are subject, in some cases, to specified exceptions and qualifications contained in the stock purchase agreement.

Our Media segment provides viewership and listening data and analytics primarily to media publishers and marketers and their advertising agencies for television, radio and digital viewing and listening platforms. Our Media data is used by our media clients to understand their audiences, establish the value of their advertising inventory and maximize the value of their content, and by our marketer and advertiser agency clients to plan and optimize their spending. By connecting clients to audiences, we fuel the media industry with an accurate understanding of what people listen to and watch. We believe that only Nielsen provides a fair playing field for the business of media, under our unique approach AUDIENCE IS EVERYTHING™.

According to ZenithOptimedia, a leading global media services agency, total global spending on advertising, including Linear TV, print, radio, out-of-home, cinema, and digital (i.e., search, online video, social media, and mobile platforms) is projected to reach $620 billion by 2021. In our Media segment, our ratings are the primary metrics used to determine the value of programming and advertising in the U.S. television advertising marketplace. According to eMarketer, U.S. TV ad spending is expected to have been $60 billion in 2020. Including the U.S., our technology is used to measure television viewing in 34 countries. We also measure markets that account for approximately 70% of global TV ad spend and offer measurement and analytic services in 57 countries, including the U.S., where we are the market leader. Our digital ratings are used by 23 of the top 25 Global Advertisers for digital campaigns to help determine the value of advertising in the premium Digital Video Marketplace. According to eMarketer, U.S. Digital ad revenues rose to approximately $129 billion in 2019. Lastly our ratings are also the primary metrics used to determine the value of programming and advertising in the U.S. radio advertising marketplace. According to eMarketer, U.S. Radio ad spend is expected to be $10.4 billion in 2020. Our Media segment represented approximately 53% of our consolidated revenue in 2020.

Our Connect segment provides measurement services, which include our core tracking and scan data (primarily transactional measurement data and consumer behavior information), and analytical services to businesses in the consumer packaged goods ("CPG") industry. According to Deloitte, the aggregate retail revenue of the Top 250 global retailers approached $4.7 trillion in 2018. Our Connect services also enable our clients to better manage their brands, uncover new sources of demand, manage their supply chain issues, launch and grow new services, analyze their sales, drive merchandising efficiency and effectiveness in-store and improve their marketing mix and establish more effective consumer relationships. Our data is used by our clients to measure their market share, tracking billions of sales transactions per month in retail outlets around the world. Our extensive database of retail and consumer information, combined with our advanced analytical capabilities, helps generate strategic insights that influence our clients' key business decisions. Our broad coverage focuses not only on this modern class of global retailer but also the thousands of traditional trade retailers that have significant presence in emerging markets. Within our Connect segment, we have two primary geographic groups, developed and emerging markets. Developed markets primarily include the United States ("U.S."), Canada, Western Europe, Japan, South Korea and Australia while emerging markets primarily include Africa, Latin America, Eastern Europe, Russia, China, India and Southeast Asia. Our Connect segment represented approximately 47% of our consolidated revenues in 2020.

We help our clients enhance their interactions with consumers and make critical business decisions that we believe positively affect their sales and profitability. Our data and analytics solutions, which have been developed through substantial investment over many decades, are deeply embedded into our clients' workflow. Our long-term client relationships are made up largely of multi-year contracts and high contract renewal rates. The average length of relationship with our top ten clients, which include NBC Universal/ Comcast Corporation, The Coca-Cola Company, Nestle S.A., The Procter & Gamble Company and CBS, is more than 30 years. Typically, before the start of each year, more than 70% of our annual revenue has been committed under contracts in our combined Connect and Media segments.

Competitive Advantages

We are faced with a number of competitors in the markets in which we operate. Some of our competitors in each market may have substantially greater financial, marketing and other resources than we do and may benefit from other competitive advantages. See "Competitive Landscape" and "Risk Factors." We face increasing competition, which could adversely affect our business, financial condition, results of operations and cash flow. Notwithstanding the challenges presented by the competitive landscape, we believe that we have several competitive advantages, including the following:

Global Scale and Brand. We provide a breadth of information and insights about consumers covering approximately 90 percent of all population globally. In our Media segment, our ratings are the primary metrics used to determine the value of programming and advertising in the U.S. television advertising marketplace. According to eMarketer, U.S. TV ad spend is expected to be $60 billion in 2020. In our Connect segment, we track billions of sales transactions per month in retail outlets in more than 90 markets around the world. We also have approximately 250,000 household panelists across 24 countries. We believe our footprint, independence, credibility and leading market positions will continue to contribute to our long-term growth and strong operating margins as the number and role of multinational companies expand. Our scale is supported by our global brand, which is defined by the original Nielsen code created by our founder, Arthur C. Nielsen, Sr.: impartiality, thoroughness, accuracy, integrity, economy, price, delivery and service.

Strong, Diversified Client Relationships. Many of the world's largest brands rely on us as their information and analytics provider to create value for their business. We maintain long-standing relationships and multi-year contracts with high renewal rates due to the value of the services and solutions we provide. In our Media segment, our client base includes leading broadcast, radio, cable and internet companies such as CBS, Discovery Inc., Disney/ABC/Fox, Facebook, Google, Microsoft, NBC Universal/Comcast, Fox Corporation, Time Warner, Univision and Yahoo!; leading advertising agencies such as WPP, IPG, Omnicom, and Publicis; leading telecom companies such as AT&T, Verizon, and Sprint; and leading automotive companies such as Ford, Toyota and Renault. In our Connect segment, our clients include the largest CPG and merchandising companies in the world such as The Coca-Cola Company, Nestle S.A., and The Procter & Gamble Company, as well as leading retail chains such as Carrefour, Tesco, and Walmart. The average length of relationship with our top 10 clients across both our Media and Connect segments is more than 30 years. In addition, due to our growing presence in emerging markets, we have cultivated strong relationships with local market leaders that can benefit from our services as they expand globally. Our strong client relationships provide both a foundation for recurring revenues as well as a platform for growth.

Enhanced Data Assets and Measurement Science. Our extensive portfolio of transactional and consumer behavioral data across our Media and Connect segments enables us to provide critical information to our clients. For decades, we have employed advanced measurement methodologies that yield statistically accurate information about consumer behavior while having due regard for their privacy. Our particular expertise in panel measurement includes a proven methodology to create statistically accurate research insights that are statistically representative of designated audiences. This expertise is a distinct advantage as we extrapolate more precise insights from emerging large-scale census databases to provide greater granularity and segmentation for our clients. We continue to enhance our core competency in measurement science by improving research approaches and investing in new methodologies. We have also invested significantly in our data architecture to enable the integration of distinct large-scale census data sets including those owned by third parties. We believe that our expertise, established standards and increasingly granular and comprehensive data assets provide us with a distinct advantage as we deliver more precise insights to our clients.

Innovation. We have focused on innovation to deepen our capabilities, expand in new and emerging forms of measurement, enhance our analytical offerings and capitalize on industry trends across our Media and Connect businesses.

In Media, as audiences move seamlessly between linear, streaming and digital, advertisers are demanding a single, deduplicated view of their audiences across all platforms and mediums. Concurrently, publishers want to provide more ad options for buyers and improve the overall viewer experience. In December 2020, Nielsen announced its plans to launch a single, cross-media solution to drive more comparable and comprehensive metrics across platforms. Nielsen's transformative cross-media solution, called Nielsen ONE, will evolve the current metrics that underpin the more than $100 billion video advertising ecosystem using a phased approach. The Company plans to launch its single measurement solution beginning in fourth-quarter 2022 with the intention to fully transition the industry to cross-media metrics by the Fall 2024 season.

With Nielsen ONE, advertisers and publishers will be able to transact using a single metric across linear and digital that is trusted, independent and standardized across the industry.

With a single, deduplicated number, marketers will have visibility into total video consumption regardless of platform or device. Marketers will also benefit from a better understanding of unique audiences, the ability to better understand frequency and reduce double counting, inflated metrics and advertising waste. Nielsen ONE will also underpin our outcomes solutions, thus enabling the industry to optimize media plans and maximize performance across platforms.

Nielsen is also incorporating large census-level data into all of its services and products. We have been using Return Path Data in different areas of Nielsen over the last five years, for example, in Digital Ad Ratings along with our marketing effectiveness/ROI services. Nielsen has incorporated Return Path Data for Local Television in 164 local markets, as well as the inclusion of PPM in 44 markets. This resulted in the retirement of the use of paper diaries for TV audience measurement in 2018. In 2019, Nielsen completed a multi-year effort to transform local TV measurement in all 208 markets. Due to the significant deficiencies in this data, Nielsen's Data Science teams have created a number of statistical models to correct for all of the limitations of this data, including how to calibrate and validate against it which enables us to continue to produce quality person's based ratings for the marketplace.

On the planning side, Nielsen Media Impact, a state of the art cross media planning system that integrates reach, audience segments and effectiveness data, which provides the analytics capability tied to our audience measurement data to enable buyers and sellers to more effectively transact on advertising sales. It helps agencies, media owners, and advertisers to better plan and optimize the value of their media investments. The fuel for Media Impact is Nielsen Total Media Fusion, a respondent level planning dataset designed specifically for media planning and analytics.

Nielsen is the premier global provider of analytics and insights in sport sponsorships. Nielsen Sports America provides critical data about the value of sponsorships to help clients make better, smarter business decisions.

While technology is changing the path to purchase and generating massive volumes of data to sift through, Nielsen is helping our clients navigate this changing landscape and answer critical questions through Nielsen Connect. Nielsen Connect is an open, cloud-based platform which allows clients to quickly determine what's happened to their business, the reason behind sales and share changes and then what they should do next through analytic apps that support everyday decisions around innovation, distribution, price, promotion and media. Retail and manufacturer clients will both have access to Nielsen Connect enabling a high degree of collaboration. We have also further enhanced our information and analytics delivery platform, Nielsen Answers On Demand, to enable the management of consumer loyalty programs for retail clients.

Nielsen is also on a path to measure the "Total Consumer," which means offline and online purchases, all outlets, retail, and out of home consumption. Nielsen's e-commerce measurement solution is a combination of Nielsen retail data cooperators; multiple consumer-sourced data sets and demand related analytics that will provide the industry a leading measure of e-commerce channel performance for both retailers and manufacturers. These data sources, married with Nielsen's best in class data science will enable an integrated, calibrated and projectable measurement solution. The retail data cooperators are across a spectrum of channels ranging from pure play, club, mass, specialty, drug, and food. This solution will provide an integrated view of consumer insights, in addition to the market measurement, through consumer level purchase data.

Scalable Operating Model. Our global presence and operating model allow us to scale our services and solutions rapidly and efficiently. We have a long track record of establishing leading services that can be quickly expanded across clients, markets and geographies. Our global operations and technology organization enables us to achieve faster, higher quality outcomes for clients in a cost-efficient manner. Our flexible architecture allows us to incorporate leading third-party technologies as well as data from external sources, and enables our clients to use our technology and solutions on their own technology platforms. In addition, we work with various leading technology partners and providers, which allows for greater quality in client offerings and efficiency in our global operations.

Industry Trends and Other Factors Affecting Our Business

Industry Trends

We believe companies, including our clients, require an increasing amount of data and analytics to set strategy and direct operations. This has resulted in a large market for business information and insight which we believe will continue to grow. Our clients are predominantly media, advertising and CPG companies in the large and growing markets, and we are focused on expanding into other verticals in the Media segment. We believe that significant economic, technological, demographic and competitive trends facing consumers and our clients will provide a competitive advantage to our business and enable us to capture a greater share of our significant market opportunity. We may not be able to realize these opportunities if these trends do not continue or if we are otherwise unable to execute our strategies. See "Risk Factors – Risks Related to Our Business and Industry - We may be unable to adapt to significant technological changes which could adversely affect our business" and "Risk Factors – Risks Related to Operating a Global Business- Our international operations are exposed to risks which could impede growth in the future."

Emerging markets present significant expansion opportunities. Brand marketers are focused on attracting new consumers in emerging countries as a result of the fast-paced population growth of the middle class in these regions. In addition, the retail trade in these markets is quickly evolving from small, local formats toward larger, more modern formats with electronic points of sale, a similar evolution to what occurred in developed markets over the last several decades. We provide established measurement methodologies to help give CPG companies, retailers and media companies an accurate understanding of local consumers to allow them to harness growing consumer buying power in markets like Brazil, India and China.

Demographic shifts and changes in spending behavior are altering the consumer landscape. Consumer demographics and related trends are constantly evolving globally, leading to changes in consumer preferences and the relative size and buying power of major consumer groups. Shifts in population size, age, racial composition, family size and relative wealth are causing marketers continuously to re-evaluate and reprioritize their consumer marketing strategies. We track and interpret consumer demographics that help enable our clients to engage more effectively with their existing consumers as well as forge new relationships with emerging segments of the population.

The media landscape is dynamic and changing. Consumers are rapidly changing their media consumption patterns. The growing availability of the internet, and the proliferation of new formats and channels such as mobile devices, social networks and other forms of user-generated media have led to an increasingly fragmented consumer base that is more difficult to measure and analyze. In addition, simultaneous usage of more than one screen is becoming a regular aspect of daily consumer media consumption. Shifts in consumer behavior accelerated during the global Covid-19 pandemic due to stay at home orders in many markets around the world. We have effectively measured and tracked media consumption through numerous cycles in the industry's evolution – from broadcast to cable, from analog to digital, from offline to online and from live to time-shifted, from in-home to out-of-home, and Video On Demand/Subscription Video On Demand. We believe our distinct ability to provide independent cross-media audience measurement and metrics helps clients better understand, adapt to and profit from the continued transformation of the global media landscape.

Consumers are more connected, informed and in control. More than three-quarters of the world's homes have access to television and there are approximately 3.5 billion internet users around the globe. Advances in technology have given consumers a greater level of control of when, where and how they consume information and interact with media and brands. They can compare products and prices instantaneously and have new avenues to learn about, engage with and purchase products and services. These shifts in behavior create significant complexities for our clients. Our broad portfolio of measurement and analytical services enables our clients to engage consumers with more impact and efficiency, influence consumer purchasing decisions and actively participate in and shape conversations about their brands.

Increasing amounts of consumer information are leading to new marketing approaches. The advent of the internet and other digital platforms has created rapid growth in consumer data that is expected to intensify as more entertainment and commerce are delivered across these platforms. As a result, companies are looking for real-time access to more granular levels of data to understand growth opportunities more quickly and more precisely. This presents a significant opportunity for us to work with companies to effectively manage, integrate and analyze large amounts of information and extract meaningful insights that allow marketers to generate profitable growth.

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Consumers are looking for greater value. When it comes to the products consumers choose to buy, the consideration set has grown. Access to information and technology have transformed the way brands can build trust with and appeal to consumers, as exemplified by the rise in omnichannel shopping and the demand for personalized shopper experiences. Today, consumers desire products that meet very specific needs. This increased focus on product attributes is causing manufacturers, retailers and media companies to re-evaluate brand positioning, value propositions and factors that drive loyalty. We believe that companies will increasingly look to our broad range of consumer purchasing insights and analytics to more precisely and effectively measure consumer behavior and target their products and marketing offers to meet the right combination of needs.

The Rise of Online Brand Loyalists. The growth of online commerce has driven the need for fast-moving consumer goods to reshape consumers' actual online experience around their online behavior. The real promise in digital retail is the chance to go "beyond the self" to build brand loyalty with consumers. It is the first time that brands and retailers can fulfill consumers' needs for convenience and an overall good experience along the entire path to purchase, including clear, helpful production information, ensuring there is a place for customer reviews by product, easy checkout, simple returns, and quick responses to consumer feedback. Getting the experience right and building those relationships with consumers now will be vital to securing subscriptions and automatic fulfillment, which will very soon become the norm.

Clients are Under Pressure to Reduce Costs and Move Faster. Global CPGs are challenged to achieve growth in certain markets with growing fragmentation in consumer demand, more competition from smaller and local players and increased commodity pricing. In addition, the growth of discount retailers, eCommerce players and subscription models is creating competitive pressure for CPGs and retailers. These factors have led clients to seek efficiencies in their business including reducing costs via zero-based budgeting to offset revenue pressure. We believe clients are looking for decisions to be made in much shorter periods of time and the pace at which market share data and the linked explanatory analytics are delivered needs to increase. We see a growing opportunity to provide clients with fast and nimble data solutions to drive smarter decision-making.

Competitive Landscape

There is no single competitor that offers all of the services we offer in all of the markets in which we offer them. We have many competitors worldwide that offer some of the services we provide in selected markets. Our future success will depend on our ability to enhance and expand our suite of services, provide reliable and accurate measurement solutions and related information, drive innovation that anticipates and responds to emerging client needs, strengthen and expand our geographic footprint, and protect consumer privacy. See "Risk Factors – Risks Related to Competition." We believe our global presence and integrated portfolio of services are key assets in our ability to effectively compete in the marketplace. A summary of the competitive landscape for each of our segments is included below:

Nielsen Global Media

While we do not have one global competitor in our Media segment, we face numerous competitors in various areas of our operations in different markets throughout the world. We are the clear market leader in U.S. television audience measurement; however, there are many emerging players and technologies that will increase competitive pressure. Numerous companies such as, Comscore are attempting to provide alternative forms of television audience measurement using, inter alia, set-top box data and panel-based measurement. Our principal competitor in television audience measurement outside the U.S. is Kantar, with companies such as GfK and Ipsos also providing competition in select individual countries.

Our primary competitor in the digital audience and campaign measurement solutions in the U.S. is Comscore. Globally (including the U.S.), we face competition from additional companies that provide analytics services such as Oracle, Google Analytics, and Adobe Analytics. In 2016, one of our former competitors, Rentrak merged into a wholly-owned subsidiary of Comscore and the combined companies focus on cross platform measurement. We are the market leader in U.S. audio audience measurement. Our principal competitors globally are Kantar and GFK, and in the U.S. our principal competitor is Eastlan. Kantar developed technologies similar to our PPM ratings service outside the U.S. Additionally Triton, is a U.S.-based digital competitor which has developed a streaming Audio measurement service that uses server log technology. Triton was acquired by iHeartMedia in February 2021.

Nielsen Global Connect

On 5 March 2021, Nielsen completed the sale of the Nielsen Global Connect business to affiliates of Advent International Corporation pursuant to the Connect Sale Agreement, dated as of 31 October 2020.

Regulation

We are subject to a variety of laws and regulations in the United States and abroad that involve matters central to our business, many of which are still evolving, and could be interpreted in ways that could harm our business. These laws and regulations may involve privacy, data use, cross-border data transfers, data protection, intellectual property, securities law, COVID-19 related compliance, taxation, labor laws or other subjects.

There is a trend toward regulations requiring companies to provide consumers with greater information regarding, and greater control over, how their personal data is used and shared, as well as requiring notification when unauthorized access to such data occurs.

These privacy and data protection laws and regulations, which in some cases can be enforced by private parties in addition to government entities, are constantly evolving and can be subject to significant change. As a result, the application, interpretation, and enforcement of these laws and regulations are often uncertain, and may be applied, interpreted and enforced differently in different jurisdictions, and may be inconsistent with our current policies and practices.

Changes in and compliance with these laws and regulations may limit our access to, use and disclosure of data; may require increased expenditures by us; and may adversely affect or restrict the scope, nature and types of services we can offer. The European Union's General Data Protection Regulation ("GDPR"), took effect in May 2018, and imposed new and more stringent requirements regarding the handling of personal data of persons in the EU. Failure to meet the GDPR requirements could result in penalties of up to 4% of worldwide revenue. Many jurisdictions considering new data protection laws are looking to GDPR as a starting point. Additionally, the California Consumer Privacy Act of 2018 ("CCPA") took effect on 1 January 2020, and imposed new and more stringent requirements regarding the handling of personal data of persons in California. Because Nielsen does not typically segregate products and services on a state-by-state basis, Nielsen must generally adopt the requirements of CCPA across its U.S. business operations. Failure to meet CCPA requirements could result in penalties of up to $7,500 per violation. CCPA also provides individuals with a limited private right of action in the case of certain breaches of personal data. The proposed EU "ePrivacy" Regulation, if adopted, is expected to have potentially significant impacts for the online/mobile advertising industry as a whole. Nielsen is continuing to monitor the development of the ePrivacy Regulation and industry response and will determine whether to take further action, as needed, following its final adoption. Nielsen is participating in an industry-wide transparency and consent framework mechanism that facilitates users providing and companies passing consent to the advertising supply chain to address GDPR and ePrivacy notice and consent requirements.

Growth Strategy

We believe we are well-positioned for growth worldwide and have a multi-faceted strategy that builds upon our brand, strong client relationships and integral role in measuring and analyzing the global consumer. Our growth strategy is also subject to certain risks. For example, we may be unable to adapt to significant technological changes such as changes in the technology used to collect and process data or in methods of television viewing. In addition, consolidation in our customers' industries may reduce the aggregate demand for our services. See "Risk Factors."

Nielsen Global Media

Nielsen Global Media's growth strategy centers around our three strategic pillars: Audience Measurement, Audience Outcomes and Gracenote Content Services.

Continue to develop innovative services

We intend to continue evolving our service portfolio to provide our clients with comprehensive and advanced solutions. In Nielsen Global Media, we are focused on driving new growth from new solutions across all of our end markets. For example, in Audience Measurement, we are transforming from different measurement systems for broadcast and digital to a single audience measurement solution that measures full coverage on a comparable basis, and we are innovating with new services in Audience Outcomes and Gracenote Content services.

Continue to attract new clients and expand existing relationships

We believe that substantial opportunities exist to both attract new clients and to increase our revenue from existing clients. Building on our deep knowledge, we expect to sell new and innovative solutions to our new and existing clients, increasing our importance to their decision making processes. We are delivering outcome solutions to advertisers and their agencies in new verticals beyond consumer packaged goods.

Continue to grow outside the U.S.

In Nielsen Global Media, international revenues comprised approximately 16% of 2020 segment revenues. Nielsen Global Media has a presence in 60 countries, which creates an entry point to grow in many of these countries across all three essential solutions with Audience Measurement, Audience Outcomes and Gracenote Content Services. We expect the international businesses to grow faster than the US business over the next few years.

Continue to pursue strategic acquisitions to complement our leadership positions

We have increased our capabilities through investments and acquisitions in the U.S. and international audience measurement, and advertising effectiveness for digital media campaigns. Going forward, we will consider select acquisitions of complementary businesses that enhance our product and geographic portfolio and can benefit from our scale, scope and status as a global leader.

Employees

As of 31 December 2020, we employed approximately 43,000 people worldwide with approximately 14,000 people in our Media business and 29,000 people in the Connect business.

In the Media business, approximately 4% of our employees are covered under collective bargaining agreements. Approximately 7% are covered under works council agreements in Europe.

In the Connect business, approximately 19% of our employees are covered under collective bargaining agreements. Approximately 12% are covered under works council agreements in Europe.

We consider employee relations to be an on-going area of importance and discussion in order to ensure we are headed in the right direction and we actively invest in it.

Employee Rewards

During the financial year, the Company operated a remuneration strategy which aims to incentivize and reward employees to deliver sustained financial performance and long-term shareholder value. For senior employees, a substantial portion of their compensation is "at risk" by being subject to performance. The "at risk" component consists of annual cash incentives and long-term equity incentives, which play a significant role in aligning their interests with those of the Company's shareholders.

Annual cash incentives are determined on the basis of Adjusted EBITDA growth over the prior year relative to plan objectives, with consideration given to cash flow performance, individual objectives and qualitative factors such as degree of difficulty and leadership impact. 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, goodwill and long-lived assets impairment charges, share-based compensation expense and other non-operating items from our consolidated statements of operations.

The long-term performance plan significantly increases the proportion of total long-term incentives that are subject to long-term quantitative performance targets. Other long-term equity incentives consisted of time-based options which provide a powerful incentive for employees to focus on long-term performance and time-based restricted share units for their retention value.

Risk Overview

Risk Factors

Risks Related to the Sale of our Connect Business

The Connect Transaction resulted in Nielsen being a smaller, less diversified company, which will cause Nielsen to be significantly more reliant on its remaining business segments.

The Connect Transaction resulted in Nielsen being a smaller, less diversified company with more limited businesses concentrated in its areas of focus. Nielsen will be significantly more reliant on our remaining business segments. As a result, we may be more vulnerable to changing market conditions, which could have a material adverse effect on our business, financial condition and results of operation. The diversification of revenues, costs and cash flows will diminish as a result of the Connect Transaction, such that Nielsen's results of operations, cash flows, working capital, effective tax rate and financing requirements may be subject to increased volatility and its ability to fund capital expenditures, investments and service debt may be diminished. Nielsen will incur ongoing costs and retain certain legal claims that were previous allocated to the Global Connect business. Those costs may exceed our estimate or could diminish the benefits we expect to realize from the Connect Transaction.

Nielsen may need to restructure its processes, systems and operation and/or renegotiate certain contracts as a result of the completion of the Connect Transaction.

A number of employees, processes, systems and operations support both the Media and Connect businesses, and under the terms of the sale to Advent, many of these will remain Connect assets and no longer be available to support the Media business. Accordingly, Media has had to hire some new employees, as well as recreate and/or build new processes, systems and operations, and some of these may, despite our thorough planning, not be sufficient to support the Media business. In addition, some of the transitional services which Media will continue to purchase from Connect after the sale will ultimately need to be re-cast as long term supply arrangements or will need to be purchased from other third parties. Lastly, certain customer contracts include both the Connect and Media businesses, and in separating the contracts as a result of the sale of Connect, Media may need to renegotiate new agreements with certain customers, which could be on more or less favorable terms and conditions, or in some instances customers may alter or even cease purchasing services from Media.

Risks Related to Our Business and Industry

We may be unable to adapt to significant technological changes, which could adversely affect our business.

We operate in businesses that require sophisticated data collection, processing systems, software and other technology. Some of the technologies supporting the industries we serve are changing rapidly. We have been and will be required to adapt to changing technologies and industry standards, either by developing and marketing new services investing in new services or by enhancing our existing services to meet client demand.

Moreover, accelerating technology turn-over in businesses, the introduction of new services embodying new technologies and the emergence of new regulatory and industry standards could render existing services technologically or commercially obsolete. Our continued success will depend on our ability to adapt to changing technologies, manage and process ever-increasing amounts of data and information and improve the performance, features and reliability of our existing services in response to changing client, regulatory and industry demands. We may experience difficulties that could delay or prevent the successful design, development, testing, introduction or marketing of our services. New services, or enhancements to existing services, may not adequately meet the requirements of current and prospective clients or achieve any degree of significant market acceptance.

Traditional methods of television viewing continue to change as a result of fragmentation of channels and digital and other new television and video technologies; devices such as video-on-demand, digital video recorders, game consoles, tablets, other mobile devices; and the increasing prevalence of alternative distribution systems, such as Internet viewing/OTT ("over-the-top") delivery.

In addition, certain companies are utilizing sophisticated forms encryption and other techniques to protect their consumer's privacy. This requires us to work with the wall gardens to find mutually acceptable approaches to measurement that protect consumer's privacy and need the walled gardens to implement these approaches. If we are unable to partner with these companies, our measurement of the walled gardens could be adversely affected.

If we are unable to continue to successfully adapt our media and consumer measurement systems to new viewing and consumption habits, our business, financial position and results of operations could be adversely affected.

Consolidation in the industries in which our clients operate could put pressure on the pricing of our services, thereby leading to decreased earnings and cash flows.

Consolidation in the industries in which our clients operate could reduce aggregate demand for our services in the future and could limit the amounts we earn for our services. When companies merge, the services they previously purchased separately are often purchased by the combined entity in the aggregate in a lesser quantity than before, leading to volume and price compression and loss of revenue. While we are attempting to mitigate the revenue impact of any consolidation by expanding our range of services, there can be no assurance as to the degree to which we will be able to do so as industry consolidation continues, which could adversely affect our business, financial position and results of operations.

Client procurement strategies could put additional pressure on the pricing of our services, thereby leading to decreased earnings and cash flows.

Certain of our clients may seek price concessions from us in the regular course of negotiations similar to any other Commercial relationship. Although this could put pressure on the pricing of our services, which could in turn limit the amounts we earn, we work very creatively to underscore the value proposition inherent in our offerings and have a strong track record of protecting our cost/value relationship. While we attempt to mitigate the revenue impact of any pricing pressure through effective negotiations and by providing services to individual businesses within particular groups, there can be no assurance as to the degree to which we will be able to do so, which could adversely affect our business, financial position and results of operations.

Adverse economic conditions, a reduction in client spending particularly in the consumer packaged goods and retailing industries, or a delay in client payments could have a material adverse effect on our business, results of operations and financial position.

Adverse economic conditions could affect markets both in the U.S. and internationally, impacting the demand for our customers' products and services. Those reduced demands could adversely affect the ability of some of our customers to meet their current obligations to us, hinder their ability to incur new obligations until the economy and their businesses strengthen or cause them to reduce or cease using our services. The inability of our customers to pay us for our services and/or decisions by current or future customers to forego or defer purchases may adversely impact our business, financial condition, results of operations, profitability and cash flows and may present risks for an extended period of time. We cannot predict the impact of economic slowdowns on our future financial performance.

To the extent that the businesses we service, especially our clients in the media, entertainment, telecommunications, consumer packaged goods and technology industries, are subject to the financial pressures of, for example, increased costs or reduced demand for their products, the demand for our services, or the prices our clients are willing to pay for those services, may decline.

We expect that revenues generated from our measurement and analytical services will continue to represent a substantial portion of our overall revenue for the foreseeable future. During challenging economic times, clients, typically advertisers, within our Media segment may reduce their discretionary advertising expenditures and may be less likely to purchase our analytical services, which would have an adverse effect on our revenue.

The success of our business depends on our ability to recruit sample participants to participate in our research samples.

Our business uses scanners and surveys to gather consumer data from sample households as well as meters (e.g., Set Meters, People Meters, Active/Passive Meters, PPM's) and other technologies to gather television and audio audience measurement data from sample households. It is increasingly difficult and costly to obtain consent from households to participate in the surveys, and increased focus by consumers on privacy could result in a greater reluctance to participate in research, which could impact our continued ability to recruit participants. Further, it is increasingly difficult and costly to ensure that the selected sample of households mirrors the behaviors and characteristics of the entire population and covers all of the demographic segments requested by our clients. The COVID-19 pandemic, political changes and trends such as populism, economic nationalism, immigration and sentiment towards multinational companies have made recruiting a sample that mirrors the entire population more difficult. In addition, if the 2020 U.S. Census is not reliable due to underfunding, under participation, new technologies being used, or otherwise, the data we rely on for our panels and statistical breakdowns in the U.S. may not be accurate. Additionally, as consumers adopt modes of telecommunication other than traditional telephone service, such as mobile, cable and internet calling, it may become more difficult for our services to reach and recruit participants for consumer purchasing and audience measurement services. If we are unsuccessful in our efforts to recruit appropriate participants, maintain the sample sizes and representation in our panels, maintain adequate participation levels or properly model the sample data, our clients may lose confidence in our ratings services and we could lose the support of the relevant industry groups. If this were to happen, our consumer purchasing and audience measurement services may be materially and adversely affected.

Criticism of our audience measurement service by various industry groups and market segments could adversely affect our business.

Due to the high-profile nature of our services in the media, internet and entertainment information industries, we could become the target of criticism in the media and in other venues by various industry groups and market segments. We strive to be fair, transparent and impartial in the production of audience measurement services, and the quality of our U.S. ratings services is voluntarily subject to review and accreditation by the Media Rating Council, a voluntary trade organization whose members include many of our key client constituencies. However, criticism of our business by special interests, and by clients with competing and often conflicting demands on our measurement service, could result in government regulation. While we believe that government regulation is unnecessary, no assurance can be given that legislation will not be enacted in the future that would subject our business to regulation, which could adversely affect our business.

A loss or decrease in business of one or more of our largest clients could adversely impact our results of operations.

Our top ten clients collectively accounted for approximately 20% of our total revenues for the year ended 31 December 2020. We cannot assure you that any of our largest clients will continue to use our services to the same extent, or at all, in the future but we work very hard to enter into multiyear, comprehensive Multi Service Agreements and we stagger them across the calendar, by duration, to minimize risk of any material risk in a given calendar year. A loss or decrease in business of one or more of our largest clients, if not replaced by a new client or an increase in business from existing clients, would adversely affect our prospects, business, financial condition and results of operations.

We may be unable to realize our new business strategy of driving growth by leveraging a single media platform across a global digital-first footprint.

This is a transformative time for Nielsen. We have redesigned our products, our business platform, and our operating model. We are now fully aligned around three essential solutions that are designed to drive growth by leveraging a single media platform across a global digital-first footprint. We cannot assure you that our new business strategy will be successful in accomplishing our objectives. The failure to achieve the goal of driving growth could have a material adverse effect on our business.

We rely on third parties for the performance of a significant portion of our worldwide information technology and operations functions. A failure to provide these functions in a satisfactory manner could have an adverse effect on our business.

We are dependent upon third parties for the performance of a significant portion of our information technology and operations functions worldwide. The success of our business depends in part on maintaining our relationships with these third parties and their continuing ability to perform these functions in a timely and satisfactory manner. If we experience a loss or disruption in the provision of any of these functions, or they are not performed in a satisfactory manner, we may have difficulty in finding alternate providers on terms favorable to us, or at all, and our business could be adversely affected.

Design defects, errors, failures or delays associated with our products or services, could negatively impact our business.

Despite testing, software, products and services that we develop, license or distribute may contain errors or defects when first released or when major new updates or enhancements are released that cause the product or service to operate incorrectly or less effectively. Many of our products and services also rely on data and services provided by third-party providers over which we have no control and may be provided to us with defects, errors or failures. In addition, our data integrity and quality relies on human-led, manual data collection and management processes which may be vulnerable due to human error and complexity of systems, resulting in the need for increased field support to ensure sample representation and prevent unauthorized or excessive access. We may also experience delays while developing and introducing new products and services for various reasons, such as difficulties in licensing data inputs or adapting to particular operating environments. Defects, errors or delays in our products or services that are significant, or are perceived to be significant, could result in rejection or delay in market acceptance, damage to our reputation, loss of revenue, a lower rate of license renewals or upgrades, diversion of development resources, product liability claims or regulatory actions, or increases in service and support costs. We may also need to expend significant capital resources to eliminate or work around defects, errors, failures or delays. In each of these ways, our business, financial condition or results of operations could be materially adversely impacted.

If our clients experience financial distress, or seek to change or delay payment terms, it could negatively affect our own financial position and results.

We have a large and diverse client and partner base and, at any given time, one or more of our clients or partners may experience financial difficulty, file for bankruptcy protection or go out of business. Unfavorable economic and financial conditions could result in an increase in client financial difficulties that affect us. The direct impact on us could include reduced revenues and write-offs of accounts receivable and expenditures billable to clients, and if these effects were severe, the indirect impact could include impairments of intangible assets, credit facility covenant violations and reduced liquidity. That being said we have an excellent track record of payment from our clients due to the strict adherence of our payment term and data suspension policies. Our clients, in many situations, require our data to inform their own billings, collections and reconciliations and therefore they prioritize our payment out of their own self-interest.

We rely, in part, on acquisitions, joint ventures and other alliances to grow our business and expand our access to technology. If we are unable to complete or integrate acquisitions into our existing operations or successfully develop and maintain joint ventures and other alliances, our growth may be adversely impacted. In addition, the acquisition, integration or divestiture of businesses by us may not produce the expected financial or operating results.

We have made and expect to continue to make acquisitions or enter into other strategic transactions to strengthen our business and grow our Company. Such transactions present significant challenges and risks.

- The market for acquisition targets and other strategic transactions is highly competitive, especially in light of industry consolidation, which may affect our ability to complete such transactions.
- If we are unsuccessful in completing such transactions at all or within the anticipated time frame or if such opportunities for expansion do not arise, our business, financial condition or results of operations could be materially adversely affected.
- If such transactions are completed, the anticipated growth and other strategic objectives of such transactions may not be fully realized, and a variety of factors may adversely affect any anticipated benefits from such transactions. For instance, the process of integration may require more resources than anticipated, we may assume unintended liabilities, there may be unexpected regulatory and operating difficulties and expenditures, we may fail to retain key personnel of the acquired business, we may fail to efficiently combine our business with the business of the acquired company in a manner that permits cost savings to be realized or such transactions may divert management's focus from base strategies and objectives.
- Acquisitions outside of the U.S. increase our exposure to risks associated with foreign operations, including fluctuations in foreign exchange rates and compliance with foreign laws and regulations.
- The anticipated benefits from an acquisition or other strategic transaction may take longer to realize than expected or may not be realized fully. As a result, the failure of acquisitions and other strategic transactions to perform as expected could have a material adverse effect on our business, financial condition or results of operations.
- Despite our past experience, opportunities to grow our business through acquisitions, joint ventures and other alliances may not be available to us in the future.

We have suffered losses due to goodwill and indefinite-lived asset impairment charges in the past and could do so in the future.

Goodwill and indefinite-lived intangible assets are subject to annual review for impairment (or more frequently should indications of impairment arise). In addition, other intangible assets are also reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. The closing of the Connect Transaction will lead to an interim impairment assessment. As of 31 December 2020, we had goodwill and intangible assets of $9,700 million. Any downward revisions in the recoverable amount of our reporting units or our intangible assets could result in impairment charges for goodwill and intangible assets that could materially affect our financial performance.

Risks Related to Our Indebtedness and Financing

Our substantial indebtedness could adversely affect our business, results of operations, and financial health.

We have and will continue to have a significant amount of indebtedness. As of 31 December 2020, we had total indebtedness of $8,836 million.

Our substantial indebtedness could have important consequences. For example, it could:

- increase our vulnerability to general adverse economic and industry conditions;
- require us to dedicate a substantial portion of our cash flow from operations to interest and principal payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, service development efforts, dividends, share repurchases and other general corporate purposes;
- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- expose us to the risk of increased interest rates as certain of our borrowings are at variable rates of interest;
- restrict us from making strategic acquisitions or cause us to make non-strategic divestitures;
- limit our ability to obtain additional financing for working capital, capital expenditures, service development, debt service requirements, dividends, share repurchases, acquisitions and general corporate or other purposes;
- limit our ability to adjust to changing market conditions;
- place us at a competitive disadvantage compared to our competitors that have less debt; and
- potentially limit our ability to service future dividends and/or stock repurchases due to covenant restrictions.

In addition, the indentures governing our outstanding notes and our secured credit facility contain financial and other restrictive covenants that could limit the ability of our operating subsidiaries to engage in activities that may be in our best interests, including by limiting the ability to make acquisitions, pay dividends or repurchase shares. Moreover, the failure to comply with any of those covenants could result in an event of default which, if not cured or waived, could result in the acceleration of all of our debt. See Note 12 to our consolidated financial statements – "Borrowings and other Financing," for a description of our debt arrangements and related covenants.

Despite our current indebtedness levels, we and our subsidiaries may still be able to incur substantially more debt. If new debt is added to our and our subsidiaries' current debt levels, the related risks that we and they now face could intensify.

We require a significant amount of cash as well as continued access to the capital markets to service our indebtedness, fund capital expenditures and meet our other liquidity needs. Our ability to generate cash and our access to the capital markets depend on many factors beyond our control.

Our ability to make payments on our indebtedness (both interest and principal) and to fund planned capital expenditures and other liquidity needs will depend on our ability to generate cash in the future and our ability to refinance our indebtedness. This, to a certain extent, is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control.

We may not be able to generate sufficient cash flow from operations to pay our indebtedness or to fund our other liquidity needs. We may need to refinance all or a portion of our indebtedness on or before maturity. We may not be able to refinance any of our indebtedness, including our senior secured credit facilities, on commercially reasonable terms or at all. See Note 12 to our consolidated financial statements – "Borrowings and other Financing," for a description of our debt arrangements and related maturities.

A substantial portion of our indebtedness is at variable rates, and we are exposed to the risk of increased interest rates.

Our cash interest expense for the years ended 31 December 2020, 2019 and 2018 was $358 million, $386 million and $380 million, respectively. On 31 December 2020, we had $4,979 million of floating-rate debt under our senior secured credit facilities of which $1,300 million was subject to effective floating-fixed interest rate swaps. A one percent increase in interest rates applied to our floating rate indebtedness would therefore increase annual interest expense by approximately $37 million ($50 million without giving effect to any of our interest rate swaps). We periodically review our fixed/floating debt mix, and the volume, rates and duration of our interest rate hedging portfolio are subject to changes, which could adversely affect our results of operations.

On 31 October 2020, Nielsen entered into the Connect Sale Agreement to sell its Global Connect business to affiliates of Advent International Corporation, for $2.7 billion in cash, subject to adjustments based on closing levels of cash, indebtedness, debt-like items and working capital, and the Connect Warrant. On 11 February 2021 a virtual special meeting of Nielsen's shareholders was held. At the special meeting, the Connect Transaction was submitted to a vote of the shareholders through the solicitation of proxies. Approval of the Connect Transaction required the affirmative vote of the holders of a majority of ordinary shares present (online or by proxy) at the special meeting. The Connect Transaction was approved by the requisite vote of Nielsen's shareholders. The Connect Transaction closed on 5 March 2021. The Company received net proceeds of $2.4 billion on 5 March 2021, subject to final closing adjustments. Proceeds from the sale were utilized for debt repayment.

On March 16, 2021, Nielsen completed the partial prepayment of $1.0 billion of the Senior secured term loans due 2023 and $0.3 million of the Senior secured term loans due 2025. The partial prepayment resulted in aggregate principal amount of 2023 and 2025 Senior secured term loans remaining outstanding of approximately $2.6 billion and $1 billion, respectively. Nielsen redeemed $150 million outstanding aggregate principal amount of its 5.500% Senior notes due 2021 effective 21 March 2021 and called for redemption of $825 million of outstanding aggregate principal amount of the 5.000% Senior Notes due 2022 effective 10 April 2021, in each case at a redemption price equal to 100% of the principal amount of such notes to be redeemed, plus accrued and unpaid interest thereon to, but excluding, the applicable redemption date.

In July 2017, the Financial Conduct Authority ("FCA") (the authority that regulates LIBOR) announced it intends to stop persuading or compelling banks to submit rates for the calculation of LIBOR after 2021. Further, on 30 November 2020 the ICE Benchmark Administration Limited ("ICE") announced its plan to extend the date that most USD-LIBOR values would cease being computed to 30 June 2023. The Alternative Reference Rates Committee ("ARRC") and the International Swaps and Derivatives Association ("ISDA") have identified the Secured Overnight Financing Rate ("SOFR") as its preferred alternative rate for USD-LIBOR in debt, derivatives, and other financial contracts. Even if financial instruments are transitioned to alternative benchmarks, such as SOFR, successfully, the new benchmarks are likely to differ from LIBOR, and our interest expense associated with our outstanding indebtedness or any future indebtedness we incur may increase. Further, transitioning to an alternative benchmark rate, such as SOFR, may result in us incurring significant expense and legal risks, as renegotiation and changes to documentation may be required in effecting the transition. Any alternative benchmark rate may be calculated differently than LIBOR and may increase the interest expense associated with our existing or future indebtedness.

Risks Related to Cybersecurity and Privacy

We are exposed to risks related to cybersecurity and protection of confidential information.

In the ordinary course of our business, we rely extensively on our people, technology and business operations as well as trusted strategic partners and vendors to provide us with access to data and technology as well as related professional services. We use several third-party service providers, including cloud providers, to access, store, transmit and process sensitive data. We receive, store and transmit large volumes of proprietary information and data that may contain personal information of our customers, employees, consumers and suppliers or sensitive client data entrusted to us. Our sensitive data may include our or a client's intellectual property, financial information and business operations data.

An actual or perceived security or privacy breach may affect us in many ways, including:

- risk of loss of Nielsen and/or client proprietary data or data protected by law, statute or regulation;
- loss of control of how Nielsen and/or client proprietary data or data protected by law, statute or regulation is re-purposed, shared or disseminated;
- expose us to potential litigation;
- expose us to liability;
- harm our reputation;
- cause loss of confidence in security and accuracy of products;
- deter customers from using our products or services;
- deter retailers from sharing their sales data;
- make it more difficult and expensive to effectively recruit panelists and survey respondents;
- cause loss of investor confidence;
- result in official sanctions or statutory penalties; and
- cause significant increases in cyber security costs.

Any of the foregoing could have a material adverse effect on our business, financial condition, results of operations or stock price.

Owing to new and emerging technology risks, hackers or unauthorized users who successfully breach our network security, could misappropriate or misuse our proprietary information or cause interruptions in our services. Given the relatively fast pace of changes in new and emerging technology risks, we may not be able to effectively anticipate and/or respond in a timely manner to all foreseeable and/or unforeseeable cyber security risks and events, thereby resulting in a potentially significant loss of client and investor confidence.

Notwithstanding our due diligence for new hires and employee training initiatives, we are at risk for employee malfeasance, inadvertent employee errors and other “insider risks” that may breach one or more of our information security provisions or policies. Our response in remediation of these data breaches or interruptions of service may require substantial commitments of resources and we may incur additional, unbudgeted operating and/or capital expenses, such as for specialized cyber security vendors as part of our response.

Similar to other companies, we have been the subject of attempts at unauthorized access to our systems, however, none were material. We have taken and are taking reasonable steps to prevent future unauthorized access to our systems, including implementation of system security measures, information back-up and disaster recovery processes. However, these steps may not be effective and there can be no assurance that any such steps can be effective against all possible risks.

Our services involve the receipt, storage and transmission of proprietary information. If our security measures are breached and unauthorized access is obtained, our services may be perceived as not being secure and regulators, panelists and survey respondents may hold us liable for disclosure of personal data, and clients and venture partners may hold us liable or reduce their use of our services.

We receive, store and transmit large volumes of proprietary information and data, including data that contain personal information about individuals. Similar to other companies, Nielsen is a target of cyber attacks, however, none were material. We have continued to invest in tools, technology and people to safeguard the enterprise. Security breaches could expose us to a risk of loss or misuse of this information, regulatory fines and penalties, litigation and possible liability and our reputation could be damaged. It may also make it more difficult to recruit panelists and survey respondents. For example, hackers or individuals who attempt to breach our network security could, if successful, misappropriate proprietary information or cause interruptions in our services. If we experience any breaches of our network security or sabotage, we might be required to expend significant capital and resources to protect against or to alleviate problems and to respond to regulators’ inquiries. We may not be able to remedy any problems caused by hackers or saboteurs in a timely manner, or at all. Techniques used to obtain unauthorized access or to sabotage systems change frequently and generally are not recognized until launched against a target and, as a result, we may be unable to anticipate these techniques or to implement adequate preventive measures. If an actual or perceived breach of our security occurs, the perception of the effectiveness of our security measures could be harmed and we could lose current and potential clients. In addition, we may be subject to investigation and fines by jurisdictions that have data protection laws.

Data protection laws and self-regulatory codes may restrict our activities and increase our costs.

Various statutes and rules regulate conduct in areas such as privacy and data protection which may affect our collection, use, storage and transfer of information both abroad and in the U.S. The definitions of “personally identifiable information” and “personal data” continue to evolve and broaden, and new laws and regulations are being enacted (for example, recently passed data protection laws in Brazil and California, U.S., and proposed laws in India and Indonesia), so that this area remains in a state of flux. Changes in these laws (including newly released interpretations of these laws by courts and regulatory bodies) may limit our data access, use and disclosure, and may require increased expenditures by us or may dictate that we may not offer certain types of services. In addition, some of our products and services are subject to self-regulatory programs relating to digital advertising. Compliance with these laws and self-regulatory codes may require us to make certain investments or may dictate that we not offer certain types of services or only offer such services after making necessary modifications. Failure to comply with these laws and self-regulatory codes may result in, among other things, civil and criminal liability, negative publicity, restrictions on further use of data and/or liability under contractual warranties.

The European Union’s General Data Protection Regulation (“GDPR”), took effect in May 2018 and imposed new and more stringent requirements regarding the handling of personal data of persons in the EU. Failure to meet the GDPR requirements could result in penalties of up to 4% of worldwide revenue. Many jurisdictions considering new data protection laws are looking to GDPR as a starting point.

The California Consumer Privacy Act of 2018 (“CCPA”) took effect on 1 January 2020, and imposed new and more stringent requirements regarding the handling of personal data of persons in California. Because Nielsen does not typically segregate products and services on a state-by-state basis, Nielsen must generally adopt the requirements of CCPA across its US business operations. Failure to meet CCPA requirements could result in penalties of up to $7,500 per violation. CCPA also provides individuals with a limited private right of action in the case of certain breaches of personal data.

The proposed EU “ePrivacy” Regulation, if adopted, is expected to have potentially significant impacts for the online/mobile advertising industry as a whole. Nielsen is continuing to monitor the development of the ePrivacy Regulation and industry response and will determine whether to take further action, as needed, following its final adoption. Nielsen is participating in an industry-wide transparency and consent framework mechanism that facilitates users providing and companies passing consent to the advertising supply chain to address GDPR and ePrivacy notice and consent requirements.

We rely on third parties to provide or allow us to access certain data and services in connection with the provision of our current services. The loss or limitation of access to that data could harm our ability to provide our products and services.

We rely on third parties to provide access to certain data and services for use in connection with the provision of our current services and our reliance on third-party data providers is growing. For example, both our Media and Connect segments enter into agreements with third parties to obtain data or facilitate the access to data from which we create products and services.

In the digital measurement business, publishers, browsers and platforms are making changes, often citing the increased attention on consumer privacy, which may result in our inability to collect the data we need to create our services. This may impact our ability to measure the Web and provide our clients with reporting at the rate of granularity that we do so today, in which case our business and/or potential growth may be affected adversely. We may need to modify or enter into additional agreements with third parties to continue to measure certain types of media. In the event we are unable to use such third party data and services, access the necessary data, or if we are unable to enter into agreements with third parties when necessary, our business and/or our potential growth could be adversely affected. In the event that such data and services are unavailable for our use or the cost of acquiring such data and services increases, our business could be adversely affected.

Other suppliers of data may increase restrictions on our use of such data due to factors such as the increasing attention on consumer privacy, the increased rigor of privacy regulation or cybersecurity risk, failure to adhere to our quality control standards or otherwise satisfactorily perform services, increasing the price they charge us for this data or refusing altogether to license the data to us (in some cases because of exclusive agreements they may have entered into with our competitors). Supplier consolidation could put pressure on our cost structure.

Risks Related to the COVID-19 Pandemic and Other External Factors

The COVID-19 pandemic has subjected our business, operations and financial condition to a number of risks, including, but not limited to, those discussed below:

COVID-19 Risks Related to Operations

Due to the COVID-19 pandemic, there has been a substantial curtailment of business activities in many countries around the world, which is affecting and may continue to affect our ability to conduct fieldwork, operate call centers, and provide other services that require or were conducted via face to face interactions. Early in the COVID-19 pandemic we pivoted to a work from home stance that remains in place for the vast majority of our global workforce, which is and may continue to affect overall business performance.

COVID-19 Risks Related to Third-Party Providers

The COVID-19 pandemic has also caused operating challenges and discontinuity for some vendors, suppliers, partners and other third parties which has affected and may continue to affect their ability to provide us essential products or services. For example, if any of our third-party providers suffer from limited solvency because of the pandemic, it could negatively impact our operating model and our business. It is not possible to estimate the potential impact at this time.

COVID-19 Risks Related to Demand for Products & Services

The COVID-19 pandemic has had and could continue to have a negative impact on our business as clients cut back on services that are not already contracted, delay their spending, or declare bankruptcy in light of poor business performance due to the pandemic. If the pandemic is not contained or otherwise continues, it will continue to have an adverse effect on our business, results of operations and financial position.

It is possible that COVID-19 could exacerbate any of the other risks described within this report as well.

At this time, we cannot predict the full extent of the negative impact in the future that the COVID-19 pandemic will have on our business, financial condition, results of operations and/or cash flows.

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The presence of our Global Technology and Information Center in Florida, our data centers in high property value facilities such as in Hong Kong, as well as the global nature of our panels, heightens our exposure to climate-change related risks, including hurricanes, cyclones and tropical storms, which could disrupt our business.

The technological data processing functions for certain of our U.S. operations are concentrated at our Global Technology and Information Center ("GTIC") at a single location in Florida. Our geographic concentration in Florida heightens our exposure to a hurricane, tropical storm or other severe weather events specific to this region. The data centers in locations such as Hong Kong, also face high physical risks such as cyclones and sea level rise. These weather events could cause severe damage to our property and technology and could cause major disruptions to our operations, including our ability to produce and deliver ratings information. For example, a hurricane or other similar event could lead to business interruption and other adverse consequences such as penalty fees, business interruption claims, or lost business. While we continue to ensure identified physical risks to our facilities are addressed through the business continuity and our enterprise risk management plans (including ensuring that our GTIC is built in anticipation of severe weather events and we have insurance coverage), if we were to experience a catastrophic loss, we may exceed our policy limits and/or we may have difficulty obtaining similar insurance coverage in the future. As such, hurricanes, cyclones or tropical storms could have an adverse effect on our business. In addition, our panels rely on field staff traveling to panelists' homes for onboarding and troubleshooting; therefore, worsening or more frequent climate change-related weather events could disrupt the size and quality of our panels. With the increased occurrence of climate change-related natural disasters globally, such as droughts, record snowfalls, sea-level rise, heat waves and fires, we recognize the wide-ranging risks this poses to our business continuity in certain locations as well as on a global scale.

Hardware and software failures, delays in the operations of our data gathering procedures, our computer and communications systems or the failure to implement system enhancements may harm our business.

Our success depends on the efficient and uninterrupted operation of our computer and communications systems and our data gathering procedures. A failure of our network or data gathering procedures could impede the processing of data, delivery of databases and services, client orders and day-to-day management of our business and could result in the corruption or loss of data. While many of our services have appropriate disaster recovery plans in place, we currently do not have full backup facilities everywhere in the world to provide redundant network capacity in the event of a system failure. Despite any precautions we may take, damage from fire, floods, hurricanes, power loss, telecommunications failures, computer viruses, break-ins and similar events at our various computer facilities, or delays in our data gathering or panel maintenance operations due to weather events, including those related to climate change, other acts of nature, or public health crises, such as pandemics and epidemics, could result in interruptions in the flow of data to our servers and to our clients. In addition, any failure by our computer environment to provide our required data communications capacity could result in interruptions in our service. In the event of a delay in the delivery of data, we could be required to transfer our data collection operations to an alternative provider. Such a transfer could result in significant delays in our ability to deliver our services to our clients and could be costly to implement. Additionally, significant delays in the planned delivery of system enhancements and improvements, or inadequate performance of the systems once they are completed, could damage our reputation and harm our business. Finally, long-term disruptions in infrastructure caused by events such as natural disasters, the outbreak of war, the escalation of hostilities, civil unrest and/or acts of terrorism (particularly involving cities in which we have offices) could adversely affect our services. Although we carry property and business interruption insurance, our coverage may not be adequate to compensate us for all losses that may occur.

Risks Relating to Intellectual Property and Litigation and Regulatory Proceedings

If we are unable to protect our intellectual property rights, our business could be adversely affected.

Our business relies on a combination of patented and patent-pending technologies, systems, processes, and methodologies; trademarks; copyrights; other proprietary rights; and contractual arrangements, including licenses, to establish and protect our technology and intellectual property. We believe our proprietary technologies and intellectual property rights are important to our continued success and our competitive position. Any impairment of any such intellectual property could adversely impact the results of our operations or financial condition.

We rely on a combination of contractual and confidentiality provisions and procedures, licensing arrangements, and the intellectual property laws of the U.S. and other countries to protect our intellectual property, as well as the intellectual property rights of third parties whose content, data and technology we license. These legal measures afford only limited protection and may not provide sufficient protection to prevent the infringement, misuse or misappropriation of our intellectual property. Although our employees, consultants, clients, and collaborators all enter into confidentiality agreements with us, our trade secrets, data and know-how could be subject to unauthorized use, misappropriation or unauthorized disclosure.

Our business success depends, in part, on:

- obtaining patent protection for our technology and services;
- enforcing and defending our patents, copyrights, trademarks, service marks and other intellectual property;
- preserving our trade secrets and maintaining the security of our know-how and data; and
- operating our business without infringing intellectual property rights held by third parties.

Our ability to establish, maintain and protect our intellectual property and proprietary rights against theft or infringement could be materially and adversely affected by insufficient and/or changing proprietary rights and intellectual property legal protections in some jurisdictions and markets. Intellectual property law in several foreign jurisdictions is subject to considerable uncertainty. Our pending patent and trademark applications may not be allowed in certain jurisdictions and inadequate intellectual property laws may limit our rights and ability to detect unauthorized uses or take appropriate, timely and effective steps to remedy unauthorized conduct, to protect or enforce our rights. Such limitations may allow competitors to design around our intellectual property rights, to independently develop non-infringing competing technologies, products, or services similar or identical to ours, thereby potentially eroding our competitive position, enabling competitors greater opportunity to capture market share, and consequently negatively impacting our revenues and operating results. The expiration of certain of our patents may also lead to increased competition. As such, our patents, copyrights, trademarks, and other intellectual property may not adequately protect our rights, provide significant competitive advantages, or prevent third parties from infringing or misappropriating our proprietary rights.

The growing need for global data, along with increased competition and technological advances, puts increasing pressure on us to share our intellectual property for client applications with others. In this way, competitors may gain access to our intellectual property and proprietary information. Third parties that license our intellectual property and proprietary rights may take actions or create incidents that may diminish the value of our rights, harm our business, reduce revenue, increase expenses, and/or harm our reputation.

To prevent or respond to unauthorized uses of our intellectual property, we may be required to enforce our intellectual property rights to protect our confidential and proprietary information by engaging in costly and time-consuming litigation or other proceedings that may be distracting to management, could result in the impairment or loss of portions of our intellectual property rights, and we may not ultimately prevail.

Third parties may claim that we are infringing their intellectual property and we could suffer significant litigation or licensing expenses, or be prevented from selling products or services, which may adversely impact our operating profits.

We cannot be certain that we do not and will not infringe the intellectual property rights of others in operating our business. In the ordinary course of business, third parties may claim, with or without merit, that one or more of our products or services infringe their intellectual property rights and may engage in legal proceedings against us. In some jurisdictions, plaintiffs can also seek injunctive relief that may limit the operation of our business or prevent the marketing and selling of our services that allegedly infringe a plaintiff's intellectual property rights.

Certain agreements with suppliers or clients contain provisions where we indemnify, subject to certain limitations, the counterparty for damages suffered as a result of claims related to intellectual property infringement based on our data or technology. Infringement claims covered by such indemnity provisions could be expensive to litigate and may result in significant settlement payments. In certain businesses, we rely on third-party intellectual property licenses, and depending upon the outcome of any intellectual property dispute, we cannot ensure that these licenses will be available to us in the future on favorable terms or at all.

Any such claims of intellectual property infringement, even those without merit, could:

- be expensive and time-consuming to defend;
- result in our being required to pay possibly significant damages;
- cause us to cease providing our products or services that allegedly incorporate a third party's intellectual property;

- require us to redesign or rebrand our services and;
- require us to enter into potentially costly royalty or licensing agreements in order to obtain the right to use a third party's intellectual property, although royalty or licensing agreements may not be available to us on acceptable terms or at all.

Any of the above could have a negative impact on our operating results and could harm our financial condition and prospects.

We analyze and take action in response to such claims on a case-by-case basis. Any dispute or litigation regarding patents or other intellectual property could be costly and time-consuming due to the complexity of our business and technology and the uncertainty of intellectual property litigation and could divert our management and key personnel from our business operations.

If we do not resolve these claims in advance of a trial, there is no guarantee that we will be successful in court. A claim of intellectual property infringement could compel us to enter into a license agreement with restrictive terms and/or significant fees, which may or may not be available under acceptable terms or at all, and an adverse judgment could subject us to significant damages or to an injunction against development and/or sale of certain of our products or services. We may be required to implement costly redesigns to the affected product or services, or pay damages to satisfy contractual obligations to others.

Inadvertent use of certain open source software could impose unanticipated limitations upon our ability to commercialize our products and services or subject our proprietary code to public disclosure if not properly managed.

We use certain open source software in our technologies, most often as small components supporting a larger product or service and it is also contained in some third-party software that we license. We also contribute to the open source community in certain circumstances, which then may make it difficult or impossible to maintain proprietary rights in such contributions. There are many types of open source licenses, some of which are quite complex, and most have not been interpreted or adjudicated by U.S. or other courts. Although we do have an open source use policy and practice, inadvertent use of certain open source licenses could impose unanticipated limitations upon our ability to commercialize our products and services or subject our proprietary code to public disclosure if not properly managed. Remediation of such issues may involve licensing the software on less than unfavorable terms or require remedial actions including a need to re-engineer our products and services, either of which could have a material adverse effect on our business.

We are currently subject to shareholder litigation, and may become subject to additional shareholder litigation, antitrust litigation or government investigations in the future, any of which may result in an award of money damages or force us to change the way we do business.

In the past, certain of our business practices have been investigated by government antitrust or competition agencies, have been the subject of shareholder litigation, and we have been sued by private parties for alleged violations of the antitrust and competition laws of certain jurisdictions. We have changed certain of our business practices to reduce the likelihood of future litigation. Although each of these material prior legal actions have been resolved, there is a risk based upon the leading position of certain of our business operations that we could, in the future, be the target of investigations by government entities or actions by private parties challenging the legality of our business practices. We are subject to allegations, claims and legal actions arising in the ordinary course of business. In addition, we are currently subject to securities litigation, which we discuss in greater detail below under Note 21–"Commitments and Contingencies". The outcome of many of these proceedings cannot be predicted. If any proceedings, inspections or investigations were to be determined adversely against us or result in legal actions, claims, regulatory proceedings, enforcement actions, or judgments, fines, or settlements involving a payment of material sums of money, or if injunctive relief were issued against us, we may be required to change the way we do business and our business, financial condition and results of operations could be materially adversely affected. Even the successful defense of legal proceedings may cause us to incur substantial legal costs and may divert management's attention and resources.

Risks Relating to Governmental or Regulatory Change

Future legislation, regulations, or policy changes under the new U.S. administration and Congress as well as other countries could have a material effect on our business and results of operations.

Future legislation, regulatory changes or policy shifts under the new U.S. administration, could impact our business. Trade issues between the U.S. and several countries could continue and provide a changing and sometimes challenging landscape. Existing trade tensions with China and other countries could continue under the new Administration and provide challenges and marketplace uncertainty to Nielsen and Nielsen's clients. Nielsen has been granted an exclusion from tariffs on certain products by the Office of the United States Trade Representative, but cannot guarantee the continuation of such exemptions or additional grants of exemptions based on future legislation, regulatory changes or policy shifts in the United States or abroad.

Other possible U.S. legislation and regulation that could have an impact on Nielsen includes comprehensive state and federal privacy legislation and regulation, artificial intelligence policy, government restrictions on manufacturers within Nielsen's existing supply chain, and accuracy of the decennial Census count and the American Community Survey, which provides a touchstone for Nielsen's demographics.

The new Administration may implement new rules and regulations both emanating from the U.S. Tax Cuts and Jobs Act ("TCJA") and the tax code generally. For example, during his campaign, President Biden indicated a desire to increase the corporate rate from 21% to 28%. It is still uncertain to what extent these changes could impact Nielsen.

Abroad, France has passed a proposal to tax digital services. Its impact to Nielsen's services remains unclear. While France initially delayed its implementation until an agreement is reached among the Organization for Economic Cooperation and Development ("OECD"), if an agreement is not made soon, France and other states could begin to implement the tax in their markets.

In late 2020, the U.K. Regulators announced that they will require companies to report on Climate Change by 2025, becoming the first country to make the disclosures mandatory as investors and governments demand corporations curb their greenhouse gas emissions. This means a mandate to report the financial impacts of climate change on our business within the next four years, in addition to the greenhouse gas emissions the current regulation requires reporting on. Also, the new government in the U.S. is expected to move closer to requiring environmental, social and governance disclosures from companies.

Market access issues for Nielsen may also arise in some international markets. Various countries are actively considering changes to the structure of their domestic media measurement regimes for both broadcast and digital services. This can take the form of proposed government audits and/or ownership. This activity also may include stringent regulatory policies on digital content and delivery. The success of such onerous proposals remains uncertain.

Policy issues, such as trade, privacy, tax, and market access, will be risks that span the globe. At this time we cannot predict the scope or nature of these changes or assess what the overall effect of such potential changes could be on our results of operations or cash flows.

Changes in tax laws and the continuing ability to apply the provisions of various international tax treaties may adversely affect our financial results and increase our tax expense.

We operate in over 90 countries, and changes in tax laws, international tax treaties, regulations, related interpretations and tax accounting standards in the United States, the United Kingdom and other countries in which we operate may adversely affect our financial results, particularly our income tax expense, liabilities and cash flow. Our effective tax rate could also be affected by changes in our business (including acquisitions or dispositions), intercompany transactions, the applicability of special tax regimes, and the relative amount of foreign earnings in jurisdictions with high statutory tax rates or where losses are incurred for which we are not able to realize tax benefits.

Governments are resorting to more aggressive tax audit tactics and are increasingly considering changes to tax law regimes or policies as a means to cover budgetary shortfalls resulting from the current economic environment. We are subject to direct and indirect taxes in numerous jurisdictions and the amount of tax we pay is subject to our interpretation of applicable tax laws in the jurisdictions in which we file. We have taken and will continue to take tax positions based on our interpretation of tax laws, but tax accounting often involves complex matters and judgment. Although we believe that we have complied with all applicable tax laws, we have been and expect to continue to be subject to ongoing tax audits in various jurisdictions and tax authorities have disagreed, and may in the future disagree, with some of our interpretations of applicable tax law. We regularly assess the likely outcomes of these audits to determine the appropriateness of our tax provisions. However, our judgments may not be sustained on completion of these audits, and the amounts ultimately paid could be different from the amounts previously recorded, which could have a material adverse effect on our results of operations and financial condition.

Risks Related to Competition

We face competition, which could adversely affect our business, financial condition, results of operations and cash flow.

We are faced with a number of competitors worldwide in the markets in which we operate. Some of our competitors in our markets may have substantially greater financial, marketing, technological and other resources than we do and may in the future engage in aggressive pricing action to compete with us or develop products and services that are superior to or that achieve greater market acceptance than our products and services. Although we believe we are currently able to compete effectively in each of the various markets in which we participate, we may not be able to do so in the future or be capable of maintaining or further increasing our current market share. Our failure to compete successfully in our various markets could adversely affect our business, financial condition, results of operations and cash flow.

Risks Related to Operating a Global Business

Our international operations are exposed to risks which could impede growth in the future.

We continue to explore opportunities in major international markets around the world, including China, Russia, India and Brazil. International operations expose us to various additional risks, which could adversely affect our business, including:

- costs of customizing services for clients outside of the U.S.;
- reduced protection for intellectual property rights in some countries;
- the burdens of complying with a wide variety of foreign laws;
- difficulties in managing international operations;
- longer sales and payment cycles;
- exposure to foreign currency exchange rate fluctuation;
- exposure to local economic conditions;
- limitations on the repatriation of funds from foreign operations;
- exposure to local political conditions, including adverse tax and other government policies and positions, civil unrest and seizure of assets by a foreign government;
- the risks of an outbreak of war, the escalation of hostilities and acts of terrorism in the jurisdictions in which we operate;
- the risks of outbreaks of pandemic or contagious diseases, such as Ebola, measles, avian flu, severe acute respiratory syndrome (SARS), H1N1 (swine) flu, Zika virus and COVID-19; and
- the risk of maintaining subscribers because there has been no historical practice of using consumer packaged goods retail information or audience measurement information in the buying and selling of advertising time.

Our international operations expose us to regulatory risks, which could have an adverse effect on our business, financial results and operations.

We are subject to complex U.S., European and other regional and local laws and regulations that are applicable to our operations abroad, including trade sanctions laws, anti-corruption laws such as the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act 2010, anti-bribery laws, anti-money laundering laws, and other financial crimes laws. Although we have implemented a compliance program that includes internal controls, policies and procedures and employee training to deter prohibited practices, such measures may not be effective in preventing employees, contractors or agents from violating or circumventing such internal policies and violating applicable laws and regulations. Given our operations in the United Kingdom and Continental Europe, we face uncertainty surrounding the United Kingdom's exit from the European Union in January 2020, commonly referred to as "Brexit." Despite the implementation of the EU-U.K. Trade and Cooperation Agreement beginning on 1 January 2021, it is still unclear how Brexit will ultimately impact relationships within the U.K. and between the U.K. and other countries on many aspects of fiscal policy, cross-border trade and international relations. It is likely that Brexit will cause increased regulatory and legal complexities and create uncertainty surrounding our business, including our relationships with existing and future clients, suppliers and employees, which could have an adverse effect on our business, financial results and operations.

Currency exchange rate fluctuations may negatively impact our business, results of operations and financial position.

We operate globally, deriving approximately 41% of revenues for the year ended 31 December 2020 in currencies other than U.S. dollars, with approximately 11% of revenues deriving in Euros. Our U.S. operations earn revenues and incur expenses primarily in U.S. dollars, while our European operations earn revenues and incur expenses primarily in Euros. Outside the U.S. and the Euro Zone, we generate revenues and expenses predominantly in local currencies. Because of fluctuations (including possible devaluations) in currency exchange rates, we are subject to currency translation exposure on the revenues and profits of these operations, as well as on the value of balance sheet items (including cash) not denominated in U.S. dollars. In addition, we are subject to currency transaction exposure in those instances where transactions are not conducted in the relevant local currency. In certain instances, we may not be able to freely convert foreign currencies into U.S. dollars due to governmental limitations placed on such conversions.

Of our $610 million in cash and cash equivalents as of 31 December 2020, approximately $355 million was held in jurisdictions outside the U.S. We regularly review the amount of cash and cash equivalents held outside of the U.S. to determine the amounts necessary to fund the current operations of our foreign operations and their growth initiatives and amounts needed to service our U.S. indebtedness and related obligations.

Risks Related to Human Capital Management

Our ability to successfully manage ongoing organizational changes could impact our business results.

As we have in prior years, we continue to execute a number of significant business and organizational changes, including operating reorganizations, acquisition integration and divestitures to improve productivity and create efficiencies to support our growth strategies. We expect these types of changes, which may include many staffing adjustments as well as employee departures, to continue for the foreseeable future. Successfully managing these changes, including the identification, engagement and development and retention of key employees to provide uninterrupted leadership and direction for our business, is critical to our success. This includes developing organization capabilities in specific markets, businesses and functions where there is increased demand for specific skills or experiences. Finally, our financial targets assume a consistent level of productivity improvement. If we are unable to deliver expected productivity improvements, while continuing to invest in business growth, our financial results could be adversely impacted.

If we are unable to attract, retain and engage employees, we may not be able to compete effectively and will not be able to expand our business.

Our success and ability to grow is dependent, in part, on our ability to hire, retain and engage sufficient numbers of talented people, with the increasingly diverse skills needed to serve clients and expand our business, in many locations around the world. Competition for highly qualified, specialized technical, managerial, and particularly consulting personnel is intense. Changes to U.S. or other immigration policies that restrain the flow of professional talent may also inhibit our ability to staff our offices or projects. Further, as a result of our review of strategic alternatives, we may suffer increased attrition. Recruiting, training and retention costs and benefits place significant demands on our resources. The inability to attract qualified employees in sufficient numbers to meet particular demands or the loss of a significant number of our employees could have an adverse effect on us, including our ability to execute on growth initiatives as well as obtain and successfully complete important client engagements and partnerships and thus maintain or increase our revenues.

Our results of operations and financial condition could be negatively impacted by our U.S. and non-U.S. pension plans.

The performance of the financial markets and interest rates impact our plan expenses, plan assets and funding obligations. Changes in market interest rates, decreases in our pension trust assets or investment losses could increase our funding obligations, which would negatively impact our operations and financial condition. In addition we may be subject to potential pressure from pension regulators to accelerate contribution funding in light of the proposed separation of our Global Connect business.

Quantitative and Qualitative Disclosures About Market Risk

Market risk is the potential loss arising from adverse changes in market rates and market prices such as interest rates, foreign currency exchange rates, and changes in the market value of equity instruments. We are exposed to market risk, primarily related to foreign exchange and interest rates. We actively monitor these exposures. Historically, in order to manage the volatility relating to these exposures, we entered into a variety of derivative financial instruments, mainly interest rate swaps, cross-currency swaps and forward rate agreements. Currently we only employ basic contracts, that is, without options, embedded or otherwise. Our objective is to reduce, where it is deemed appropriate to do so, fluctuations in earnings, cash flows and the value of our net investments in subsidiaries resulting from changes in interest rates and foreign currency rates. It is our policy not to trade in financial instruments.

Foreign Currency Exchange Rate Risk

We operate globally and we predominantly generate revenues and expenses in local currencies. Because of fluctuations (including possible devaluations) in currency exchange rates or the imposition of limitations on conversion of foreign currencies into our reporting currency, we are subject to currency translation exposure on the profits of our operations, in addition to transaction exposure.

For the years ended 31 December 2020 and 2019, we recorded a net loss of $2 million and a net gain of $1 million, respectively, associated with foreign currency derivative financial instruments within foreign currency exchange transactions gains/(losses), net in our consolidated statements of operations. As of 31 December 2020 and 2019, the notional amounts of outstanding foreign currency derivative financial instruments were $68 million and $125 million, respectively.

The table below details the percentage of revenues and expenses by currency for the years ended 31 December 2020 and 2019:

	U.S. Dollars	Euro	Other Currencies
Year ended 31 December 2020			
Revenues	59%	11%	30%
Operating costs	61%	10%	29%
Year ended 31 December 2019			
Revenues	58%	10%	32%
Operating costs	56%	11%	33%

Based on the year ended 31 December 2020, a one cent change in the U.S. dollar/Euro exchange rate would have impacted revenues by approximately $6 million annually, with an immaterial impact on operating income/(loss).

Interest Rate Risk

We continually review our fixed and variable rate debt along with related hedging opportunities in order to ensure our portfolio is appropriately balanced as part of our overall interest rate risk management strategy and through this process we consider both short-term and long-term considerations in the U.S. and global financial markets in making adjustments to our tolerable exposures to interest rate risk. At 31 December 2020, we had $4,979 million of floating-rate debt under our senior secured credit facilities, of which $1,300 million was subject to effective floating-fixed interest rate swaps. A one percent increase in interest rates applied to our floating rate indebtedness would therefore increase annual interest expense by approximately $37 million ($50 million without giving effect to any of our interest rate swaps).

In May 2019, the Company entered into a $150 million aggregate notional amount four-year forward interest rate swap agreement with a starting date of July 9, 2019. This agreement fixes the LIBOR-related portion of interest rates of a corresponding amount of the Company’s variable-rate-debt at an average rate of 1.82%. This derivative has been designated as an interest rate cash flow hedge.

In March 2019, the Company entered into a $150 million aggregate notional amount four-year forward interest rate swap agreement with a starting date of April 9, 2019. This agreement fixes the LIBOR-related portion of interest rates of a corresponding amount of the Company’s variable-rate-debt at an average rate of 2.26%. This derivative has been designated as an interest rate cash flow hedge.

In March 2019, the Company entered into a $250 million aggregate notional amount four-year forward interest rate swap agreement with a starting date of June 9, 2019. This agreement fixes the LIBOR-related portion of interest rates of a corresponding amount of the Company’s variable-rate-debt at an average rate of 2.07%. This derivative has been designated as an interest rate cash flow hedge.

In May 2018, the Company entered into $250 million aggregate notional amount of a five-year interest rate swap agreement with a starting date of May 9, 2018. This agreement fixes the LIBOR-related portion of interest rates of a corresponding amount of the Company’s variable-rate debt at an average rate of 2.72%. This derivative has been designated as an interest rate cash flow hedge.

In August 2017, the Company entered into $250 million in aggregate notional amount of a four-year forward interest rate swap agreement with a starting date of October 10, 2017. This agreement fixes the LIBOR-related portion of interest rates of a corresponding amount of the Company’s variable-rate debt at an average rate of 1.60%. This derivative has been designated as an interest rate cash flow hedge.

In March 2017, the Company entered into $250 million in aggregate notional amount of a five-year forward interest rate swap agreement with a starting date of July 10, 2017. This agreement fixes the LIBOR-related portion of interest rates of a corresponding amount of the Company’s variable-rate debt at an average rate of 2.00%. This derivative has been designated as an interest rate cash flow hedge.

Derivative instruments involve, to varying degrees, elements of non-performance, or credit risk. We do not believe that we currently face a significant risk of loss in the event of non-performance by the counterparties associated with these instruments, as these transactions were executed with a diversified group of major financial institutions with a minimum investment-grade or better credit rating. Our credit risk exposure is managed through the continuous monitoring of our exposures to such counterparties.

Performance Overview

Executive Summary

On 31 October 2020, Nielsen entered into an agreement to sell its Global Connect business. The Connect Transaction was unanimously approved by the Company's Board of Directors and was approved by the Company's shareholders at a special meeting on 11 February 2021. The Connect Transaction closed on 5 March 2021. The Connect Transaction resulted in the Connect segment being reported on a discontinued operations basis for the year ended 31 December 2020. As a result of this, the respective assets and liabilities classified as held for sale are presented separately as current items in the Consolidated Balance Sheet as of 31 December 2020 and the results of discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations within the Consolidated Income Statement. However, the performance overview below is inclusive of the results of both continuing and discontinued operations. See Note 24 to our consolidated financial statements – "Discontinued Operations," for the major classes of assets and liabilities classified as held for sale and result of operations of discontinued operations.

Nielsen at a glance:

The following table represents revenue and operating profit for the years ended 31 December 2020 and 2019, respectively:

(in millions)	Year Ended 31 December 2020	Year Ended 31 December 2019
Discontinued operations: Connect segment revenue(1)	$ 2,929	$ 3,057
Continuing operations: Media segment revenue	3,361	3,441
Total revenue	$ 6,290	$ 6,498
Adjusted EBITDA(2)	1,987	1,987
Total operating profit/(loss) (3)	$ 556	$ (176)

(1) Revenue from the Connect segment are included within earnings from discontinued operations; see Note 24
(2) See Net Income to Adjusted EBITDA reconciliation on page 25 for adjusted EBITDA definition.

- Dividends returned to shareholders over 2019-2020 $481 million
- Dividend Yield on 31 December 2020- 1.1%
- Revenues recurring in nature- approximately 70%

Our focus is to drive shareholder value through consistent growth and probability.

(3) The below reconciles Total operating profit/(loss) above to operating profit/(loss) from continuing operations within the Consolidated Income Statement

(in millions)	Year Ended 31 December 2020	Year Ended 31 December 2019
Total operating profit/(loss)	$ 556	$ (176)
Less: operating loss from discontinued operations	(144)	(1,039)
Operating profit from continuing operations	$ 700	$ 863

Operating results

Revenues decreased 3.2% to $6,290 million for the year ended 31 December 2020 from $6,498 million for the year ended 31 December 2019, or a decrease of 2.3% on a constant currency basis.

Continuing Operations: Media Segment Revenues

Revenues decreased 2.3% to $3,361 million for the year ended 31 December 2020 from $3,441 million for the year ended 31 December 2019, or a decrease of 2.3% on a constant currency basis. Revenues from Audience Measurement decreased 0.6%, or a decrease of 0.5% on a constant currency basis, reflecting the impact of the COVID-19 pandemic on sports and non-contracted revenue and pressure in local television. Plan/Optimize revenues decreased 6.6%, or a decrease of 6.7% on a constant currency basis, primarily reflecting the impact of the COVID-19 pandemic on sports, Gracenote auto and short-cycle revenue.

Discontinued Operations: Connect Segment Revenues

Revenues decreased 4.2% to $2,929 million for the year ended 31 December 2020 from $3,057 million for the year ended 31 December 2019, or a decrease of 2.4% on a constant currency basis. Revenues from Measure decreased 4.1% to $2,073 million, or a decrease of 2.0% on a constant currency basis, reflecting the impact of the COVID-19 pandemic on retail measurement services. Revenues from Predict/Activate decreased 4.5% to $856 million, or a decrease of 3.4% on a constant currency basis, reflecting the impact of the COVID-19 pandemic, particularly in custom insights, partially offset by the January 2020 acquisition of Precima.

Adjusted EBITDA

Adjusted EBITDA was $1,987 million for each of the years ended 31 December 2020 and 2019 as the decrease in revenue was offset by productivity initiatives for the year ended 31 December 2020 as compared to prior year.

Net Profit from Continuing Operations

Net Profit for the full year 2020 decreased to $231 million compared to $640 million for the full year 2019. The decrease is primarily driven by the $88 million in non-cash impairment charges associated with an indefinite-lived intangible asset and impairment charges of $29 million associated with other long-lived assets as well as higher depreciation and amortization expense. Profit from continuing operations per share, on a diluted basis, was $0.61 compared to $1.76 in the full year 2019.

Net Loss from Discontinued Operations

Net Loss for the full year 2020 decreased to $153 million compared to $966 million for the full year 2019. Net loss decreased as compared to the prior year as during 2019, Nielsen recorded a non-cash goodwill impairment charge of $1,004 million. Loss from discontinued operations per share, on a diluted basis, was $0.43 compared to loss from discontinued operations of $2.71 in the full year 2019.

Financial Position

As of 31 December 2020, cash balances were $610 million, inclusive of $107 million of cash classified as held for sale, and gross debt inclusive of lease obligations was $8,836 million, inclusive of $1,633 million of debt classified as liabilities held for sale. Net debt (gross debt less cash and cash equivalents) was $8,226 million and our net debt leverage ratio was 4.38x at the end of the year. Capital expenditures were $519 million for each of the periods ended 31 December 2020 and 2019.

Net cash provided by operating activities was $1,114 million for the year ended 31 December 2020, compared to $1,179 million for the year ended 31 December 2019. This decrease in net cash provided in operating activities was primarily due to higher employee annual incentive payments and higher restructuring payments, partially offset by working capital timing and lower income tax payments and interest payments.

Key Performance Indicators

Nielsen considers revenue and business segment profitability as its key performance indicators.

Selected Historical Consolidated Financial Data

The following table sets forth selected historical consolidated financial data as of the dates and for the periods indicated inclusive of results from continuing and discontinued operations. The consolidated income statement data for the years ended 31 December 2020 and 2019 have been derived from our audited consolidated financial statements and related notes appearing elsewhere in the "Notes to the Consolidated Financial Statements" in this Annual Report.

(IN MILLIONS, EXCEPT PER SHARE AMOUNTS)	Year Ended 31 December 2020	2019
Consolidated Income Statement Data:		
Revenues	$ 6,290	$ 6,498
Depreciation and amortization	920	869
Operating profit/(loss)	556	(176)
Interest expense	390	418
Profit/(loss) from continuing operations	231	640
Profit/(loss) from discontinued operations	(153)	(968)
Profit/(loss) attributable to Equity holders of Nielsen Holdings plc	65	(338)
Profit/(loss) from continuing operations per ordinary share (basic)	0.61	1.76
Profit/(loss) from continuing operations per ordinary share (diluted)	0.61	1.76
Profit/(loss) from discontinued operations per ordinary share (basic)	(0.43)	(2.71)
Profit/(loss) from discontinued operations per ordinary share (diluted)	(0.43)	(2.71)
Profit/(loss) per ordinary share (basic)	0.18	(0.95)
Profit/(loss) per ordinary share (diluted)	0.18	(0.95)
Cash dividends declared per ordinary share	0.24	1.11

Net Income to Adjusted EBITDA Reconciliation

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, goodwill and other long-lived assets impairment charges, share-based compensation expense and other non-operating items from our consolidated statements of operations as well as certain other items specifically described below.

Adjusted EBITDA is not a presentation made in accordance with IFRS, and our use of the term Adjusted EBITDA 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.

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. In addition to Adjusted EBITDA being a significant measure of performance for management purposes, we also believe that this presentation provides useful information to investors regarding financial and business trends related to our results of operations and that when non-IFRS financial information is viewed with IFRS financial information, investors are provided with a more meaningful understanding of our ongoing operating performance.

Adjusted EBITDA should not be considered as an alternative to net income, operating income, cash flows from operating activities or any other performance measures derived in accordance with IFRS as measures of operating performance or cash flows as measures of liquidity. Adjusted EBITDA has important limitations as an analytical tool and should not be considered in isolation or as a substitute for analysis of our results as reported under IFRS.

The below table presents a reconciliation from net income to Adjusted EBITDA for the years ended 31 December 2020 and 2019 inclusive of the results of both continuing and discontinued operations:

(IN MILLIONS)	2020 Total Company	2020 Discontinued Operations	2020 Continuing Operations	2019 Total Company	2019 Discontinued Operations	2019 Continuing Operations
Equity holders of Nielsen Holdings plc	$ 65	$ (153)	$ 218	$ (338)	$ (966)	628
Provision/(Benefit) for income taxes	75	(58)	133	(279)	(131)	(148)
Interest expense, net	388	50	338	412	59	353
Impairment of goodwill and other long-lived assets	155	38	117	1,104	1,104	-
Depreciation and amortization	920	319	601	869	358	511
EBITDA	1,603	196	1,407	1,768	424	1,344
Financial expense, net	28	17	11	29	(1)	30
Restructuring charges	132	97	35	83	53	30
Share-based compensation expense	53	19	34	51	18	33
Separation related costs[(a)]	123	122	1	-	-	-
Other items[(b)]	48	12	36	56	-	56
Adjusted EBITDA[(c)]	$ 1,987	$ 463	$ 1,524	$ 1,987	$ 494	$ 1,493

(a) Separation-related costs consist of costs that would not have been incurred if we were not undertaking the separation of the Nielsen Global Connect business from the Nielsen Global Media business and positioning Global Connect and Global Media to operate as two independent companies.

(b) Other Items primarily consists of business optimization costs and transaction related costs for the year ended 31 December 2020. For the year ended 31 December 2019, other items primarily consists of business optimization costs, including strategic review costs and transaction related costs.

(c) IFRS Adjusted EBITDA is provided inclusive of continuing and discontinued operations as it corresponds in total to the non-IFRS business segment profitability discussed below, which our chief operating decision making group and other members of management use 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.

Consolidated Results for the year ended 31 December 2020 versus the year ended 31 December 2019

Revenues

Revenues decreased 3.2% to $6,290 million for the year ended 31 December 2020 from $6,498 million for the year ended 31 December 2019, or a decrease of 2.3% on a constant currency basis. Revenues within our Connect segment decreased 4.2%, or a decrease of 2.4% on a constant currency basis. Revenues within our Media segment decreased 2.3% on a reported and constant currency basis. Refer to the "Business Segment Results" section for further discussion of our revenue performance.

Depreciation and Amortization

Depreciation and amortization expense was $920 million for the year ended 31 December 2020 as compared to $869 million for the year ended 31 December 2019. This increase was primarily due to higher depreciation and amortization expense associated with more assets in use, partially offset by lower depreciation and amortization expense associated with tangible and intangible assets acquired in business combinations.

Depreciation and amortization expense associated with tangible and intangibles assets acquired in business combinations decreased to $197 million for the year ended 31 December 2020 from $205 million for the year ended 31 December 2019.

Operating Profit

Operating profit for the year ended 31 December 2020 was $556 million compared to an operating loss of $176 million for the year ended 31 December 2019. Operating loss within discontinued operations decreased to $144 million for the year ended 31 December 2020 from operating loss of $1,039 million for the year ended 31 December 2019 primarily driven by the goodwill impairment for the year ended 31 December 2019. Operating income within continuing operations decreased to $700 million for the year ended 31 December 2020 from $863 million for the year ended 31 December 2019. The decrease is primarily driven by the

$88 million in non-cash impairment charges associated with an indefinite-lived intangible asset and impairment charges of $29 million associated with other long-lived assets as well as higher depreciation and amortization expense for the year ended 31, December 2020.

Interest expense

Interest expense was $390 million for the year ended 31 December 2020 compared to $418 million for the year ended 31 December 2019. This decrease was primarily due to slightly lower USD LIBOR interest rates on our senior secured term loans without hedged positions.

Computation of Profit per Share

Basic profit per share is computed using the weighted-average number of shares outstanding during the period. Diluted profit per share is computed using the number of shares and dilutive potential shares outstanding during the period. Dilutive potential shares primarily consist of employee share options and restricted shares. The weighted-average numbers of shares outstanding were 356,860,635 and 355,731,862 and the numbers of dilutive potential shares were 1,404,459 and 1,099,853 for the years ended 31 December 2020 and 2019, respectively. For the years ended 31 December 2020 and 2019, 3,132,528 and 3,950,984 potential shares, respectively, were excluded from the calculation as the inclusion of such shares would have been anti-dilutive. Employee share options, restricted shares and similar equity instruments granted by the Company are treated as potential shares outstanding in computing diluted profit per share.

Adjusted EBITDA

Adjusted EBITDA was $1,987 million for each of the years ended 31 December 2020 and 2019. Our Adjusted EBITDA margin decreased to 29.13% for the year ended 31 December 2019 from 31.64% for the year ended 31 December 2019. See above for the reconciliation of net income to Adjusted EBITDA.

Business Segment Results for the Year Ended 31 December 2020 Compared to the Year Ended 31 December 2019

Revenues

The table below sets forth our segment revenue performance data for the year ended 31 December 2020 compared to the year ended 31 December 2019, both on an as-reported and constant currency basis.

(IN MILLIONS)	Year Ended 31 December 2020	Year Ended 31 December 2019	% Variance 2020 vs. 2019 Reported	Year Ended 31 December 2019 Constant Currency	% Variance 2020 vs. 2019 Constant Currency
Measure	$ 2,073	$ 2,161	(4.1)%	$ 2,115	(2.0)%
Predict/Activate	856	896	(4.5)%	886	(3.4)%
Connect Segment	$ 2,929	$ 3,057	(4.2)%	$ 3,001	(2.4)%
Audience Measurement	$ 2,455	$ 2,471	(0.6)%	$ 2,468	(0.5)%
Plan/Optimize	906	970	(6.6)%	971	(6.7)%
Media Segment	3,361	3,441	(2.3)%	3,439	(2.3)%
Total	$ 6,290	$ 6,498	(3.2)%	$ 6,440	(2.3)%

Media Segment Revenues

Revenues decreased 2.3% to $3,361 million for the year ended 31 December 2020 from $3,441 million for the year ended 31 December 2019, or a decrease of 2.3% on a constant currency basis. Revenues from Audience Measurement decreased 0.6%, or a decrease of 0.5% on a constant currency basis, reflecting the impact of the COVID-19 pandemic on sports and non-contracted revenue and pressure in local television. Plan/Optimize revenues decreased 6.6%, or a decrease of 6.7% on a constant currency basis, primarily reflecting the impact of the COVID-19 pandemic on sports, Gracenote auto and short-cycle revenue.

Connect Segment Revenues

Revenues decreased 4.2% to $2,929 million for the year ended 31 December 2020 from $3,057 million for the year ended 31 December 2019, or a decrease of 2.4% on a constant currency basis. Revenues from Measure decreased 4.1% to $2,073 million, or a decrease of 2.0% on a constant currency basis, reflecting the impact of the COVID-19 pandemic on retail measurement services. Revenues from Predict/Activate decreased 4.5% to $856 million, or a decrease of 3.4% on a constant currency basis, reflecting the impact of the COVID-19 pandemic, particularly in custom insights, partially offset by the January 2020 acquisition of Precima.

Business Segment Profitability

We do not allocate items below operating income/(loss) to our business segments and therefore the tables below set forth a reconciliation of operating income/(loss) at the business segment level for the years ended 31 December 2020 and 2019, adjusting for certain items affecting operating income/(loss), such as restructuring charges, depreciation and amortization, impairment, share-based compensation expense and certain other items described below resulting in a presentation of our non-IFRS business segment profitability. Non-IFRS business segment profitability provides useful supplemental information to management and investors regarding financial and business trends related to our results of operations. When this non-IFRS financial information is viewed with our IFRS financial information, investors are provided with a meaningful understanding of our ongoing operating performance. It is important to note that the non-IFRS business segment profitability corresponds in total to our consolidated Adjusted EBITDA described within our consolidated results of operations above, which our chief operating decision making group and other members of management use 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. These non-IFRS measures should not be considered as an alternative to net income, operating income, cash flows from operating activities or any other performance measures derived in accordance with IFRS as measures of operating performance or cash flows as measures of liquidity. These non-IFRS measures have important limitations as analytical tools and should not be considered in isolation or as a substitute for analysis of our results as reported under IFRS.

(IN MILLIONS)	Continuing Operations	Discontinued operations	Total
Year Ended 31 December 2020			
Operating income/(loss)	$ 700	$ (144)	$ 556
Depreciation and amortization	601	319	920
Impairment of goodwill other long-lived assets	117	38	155
Restructuring charges	35	97	132
Share-based compensation expense	34	19	53
Separation-related costs(1)	1	122	123
Other items(2)	36	12	48
Non-GAAP Business segment income/(loss)	$ 1,524	$ 463	$ 1,987

(IN MILLIONS)	Continuing Operations	Discontinued operations	Total
Year Ended 31 December 2019			
Operating income/(loss)	$ 863	$ (1,039)	$ (176)
Depreciation and amortization	511	358	869
Impairment of goodwill other long-lived assets	-	1,104	1,104
Restructuring charges	30	53	83
Share-based compensation expense	33	18	51
Other items(2)	56	-	56
Non-GAAP Business segment income/(loss)	$ 1,493	$ 494	$ 1,987

(1) Separation-related costs consist of costs that would not have been incurred if we were not undertaking the separation of the Nielsen Global Connect business from the Nielsen Global Media business and positioning Global Connect and Global Media to operate as two independent companies.

(2) Other Items primarily consists of business optimization costs and transaction related costs for the year ended 31 December 2020. For the year ended 31 December 2019, other items primarily consists of business optimization costs, including strategic review costs and transaction related costs.

(IN MILLIONS)	Year Ended 31 December 2020	Year Ended 31 December 2019	% Variance 2020 vs. 2019 Reported
Non-IFRS Business Segment Income/(Loss)			
Continuing operations	$ 1,524	$ 1,493	2.1%
Discontinued operations	463	494	(6.3) %
Total Nielsen	$ 1,987	$ 1,987	0.0%

Continuing Operations Profitability

Operating income was $700 million for the year ended 31 December 2020 as compared to operating income of $863 million for the year ended 31 December 2019. The decrease was primarily driven by the revenue decrease due to the COVID-19 pandemic discussed above, higher depreciation and amortization expense and the impairment of other long-lived assets for the year ended 31 December 2020.

Discontinued Operations Profitability

Operating loss was $144 million for the year ended 31 December 2020 as compared to $1,039 million for the year ended 31 December 2019. The increase was driven primarily by the goodwill impairment charge for the year ended 31 December 2019 and lower depreciation and amortization expense for the year ended 31 December 2020, partially offset by the revenue decrease due to the COVID-19 pandemic discussed above, higher restructuring charges and separation related costs for the year ended 31 December 2020.

Liquidity and Capital Resources

Cash flows from operations provided a source of funds of $1,114 million during the year ended 31 December 2020 as compared to $1,179 million for the Year Ended 31 December 2019. This decrease in net cash provided in operating activities was primarily due to higher employee annual incentive payments and higher restructuring payments, partially offset by working capital timing and lower income tax payments and interest payments.

We provide for additional liquidity through several sources including maintaining an adequate cash balance, access to global funding sources and a committed revolving credit facility. The following table provides a summary of the major sources of liquidity as of and for the year ended 31 December 2020 and 2019:

(IN MILLIONS)	2020	2019
Net cash from operating activities	$ 1,114	$ 1,179
Cash and short-term marketable securities	$ 610	$ 454
Revolving credit facility	$ 850	$ 850

Of the $610 million in cash and cash equivalents at 31 December 2020, approximately $355 million was held in jurisdictions outside the U.S. We regularly review the amount of cash and cash equivalents held outside of the U.S. to determine the amounts necessary to fund the current operations of our foreign operations and their growth initiatives and amounts needed to service our U.S. indebtedness and related obligations.

The below table illustrates our weighted average interest rate and cash paid for interest over the last two years:

	2020	2019
Weighted average interest rate	4.02%	4.40%
Cash paid for interest, net of amounts capitalized (in millions)	$ 358	$ 386

Our contractual obligations, commitments and debt service requirements over the next several years are significant. We believe we will have available resources to meet both our short-term and long-term liquidity requirements, including our senior secured debt service. We expect the cash flow from our operations, combined with existing cash and amounts available under the revolving credit facility, will provide sufficient liquidity to fund our current obligations, projected working capital requirements, restructuring obligations, dividend payments and capital spending over the next year. In addition, we may, from time to time, purchase, repay, redeem or retire any of our outstanding debt securities (including any publicly issued debt securities) in privately negotiated or open market transactions, by tender offer or otherwise.

Long-term borrowings

The following table provides a summary of our outstanding long-term borrowings as of 31 December 2020:

(IN MILLIONS)	31 December 2020 Weighted Interest Rate	31 December 2020 Carrying Amount
$1,125 million Senior secured term loan (LIBOR based variable rate of 1.90%) due 2023		1,051
$2,303 million Senior secured term loan (LIBOR based variable rate of 2.15%) due 2023		2,242
€545 million Senior secured term loan (Euro LIBOR based variable rate of 2.50%) due 2023...........................		360
€660 million Senior secured term loan (Euro LIBOR based variable rate of 3.75%) due 2025		790
$550 million Senior secured term loan (LIBOR based variable rate of 4.75%) due 2025		536
Total senior secured credit facilities (with weighted average interest rate)	**2.95%**	**4,979**
$800 million 4.50% senior debenture loan due 2020		—
$425 million 5.50% senior debenture loan due 2021		152
$2,300 million 5.00% senior debenture loan due 2022.......		832
$500 million 5.00% senior debenture loan due 2025		508
$1,000 million 5.625% senior debenture loan due 2028......		1,000
$750 million 5.875% senior debenture loan due 2030		751
Total debenture loans (with weighted average interest rate)................................	**5.22%**	**3,243**
Other loans		—
Total long-term debt	**4.02%**	**8,222**
Lease obligations		614
Bank overdrafts		—
Total debt and other financing arrangements...		**8,836**
Less: Current portion of long-term debt, finance lease obligations and other short-term borrowings..		(464)
Non-current portion of long-term debt and finance lease obligations..........................		**$ 8,372**

Term Loan Facilities

In June 2020, we entered into a Credit Agreement (the "Credit Agreement") that provides for: (i) a new dollar term loan facility, the "Dollar Term B-5 Loans" having commitments in an aggregate principal amount of $550 million and (ii) a new euro term loan facility, the "Euro Term B-3 Loans" in an aggregate principal amount of €420 million. On June 4, 2020, we borrowed the full amount of the Dollar Term B-5 Loans and the Euro Term B-3 Loans.

The proceeds of the Dollar Term B-5 Loans and Euro Term B-3 Loans were used to redeem all of the $800 million outstanding aggregate principal amount of the 4.500% Notes due 2020 and redeem $200 million of the $625 million outstanding aggregate principal amount of our 5.500% Senior Notes due 2021. The partial redemption of the 5.500% Notes resulted in $425 million aggregate principal amount of 2021 Notes remaining outstanding.

The Dollar Term B-5 Loans and the Euro Term B-3 Loans will mature in full on the earlier of (i) June 4, 2025 and (ii) if the existing Class B Term Loans incurred pursuant to and as defined in the Fifth Amended and Restated Credit Agreement, dated as of 29 June 2018 (the "Existing Credit Agreement") have not been repaid or refinanced (subject to additional limitations in the Credit Agreement) on or prior to the date that is 91 days prior to 4 October 2023, on 4 October 2023.

The Dollar Term B-5 Loans bear interest at a rate per annum equal to, at the election of us, (i) a base rate or eurocurrency rate, plus (ii) an applicable margin of 2.75%, in the case of base rate loans, and 3.75%, in the case of eurocurrency rate loans. The Euro Term B-3 Loans bear interest at a rate per annum equal to (i) a eurocurrency rate plus (ii) an applicable margin of 3.75%.

The Credit Agreement contains substantially the same affirmative and negative covenants as those of the Existing Credit Agreement, however, the Credit Agreement expressly permits actions in connection with and resulting in the disposition of Nielsen Global Connect, including by way of a spin-off of the Connect Business, as previously announced by us. The obligations under the Credit Agreement are secured on a *pari passu* basis with the obligations under the Existing Credit Agreement.

We wrote-off certain previously deferred financing fees of $1 million associated with the June 2020 debt refinancing and capitalized certain fees in connection with the refinancing of $9 million.

In July, 2020, we entered into Amendment No. 1 ("Amendment No. 1") to the Credit Agreement. Pursuant to Amendment No. 1, we incurred new Euro Term B-3 Loans in an aggregate principal amount of €240 million (the "Incremental Euro Term B-3 Loans"), thereby increasing the outstanding amount of existing Euro Term B-3 Loans under the Credit Agreement, as amended by Amendment No. 1, to approximately €660 million. The proceeds of the Incremental Euro Term B-3 Loans were used by us to prepay the €545 million Senior secured term loan due 2023 under the Existing Credit Agreement in an aggregate principal amount of €240 million and all accrued interest and expenses.

The Incremental Euro Term B-3 Loans are subject to the same terms, maturity date and interest rate as the existing Euro Term B-3 Loans. The Incremental Euro Term B-3 Loans are subject to customary affirmative and negative covenants and events of default.

In July, 2020, we entered into the Sixth Amended and Restated Credit Agreement (the "Amendment Agreement") amending and restating the Existing Credit Agreement. The modifications in the agreement primarily conform the covenants and certain other terms to the terms of the Credit Agreement. The Amendment Agreement expressly permits actions in connection with and resulting in the disposition of Nielsen Global Connect, including by way of a spin-off of the Connect Business, as previously announced by us.

We wrote-off certain previously deferred financing fees and incurred new fees as part of the July financings of $3 million and capitalized certain fees in connection with the July financings of $5 million.

Debenture Loans

The indentures governing the Senior Notes limit the majority of our subsidiaries' ability to incur additional indebtedness, pay dividends or make other distributions or repurchase its capital stock, make certain investments, enter into certain types of transactions with affiliates, use assets as security in other transactions and sell certain assets or merge with or into other companies subject to certain exceptions. Upon a change in control, we are required under each indenture to make an offer to redeem all of the Senior Notes issued pursuant to such indenture at a redemption price equal to the 101% of the aggregate principal amount plus accrued and unpaid interest. The Senior Notes are jointly and severally guaranteed by us, substantially all of our wholly owned material U.S. subsidiaries and certain of our non-U.S. wholly-owned subsidiaries.

In September, 2020, we issued $1 billion aggregate principal amount of 5.625% Senior Notes due 2028 (the "2028 Notes"), which mature on October 1, 2028 at par and $750 million aggregate principal amount of its 5.875% Senior Notes due 2030 (the "2030 Notes" and together with the 2028 Notes, the "Notes"), which mature on 1 October 2030 at par. We capitalized certain fees in connection with the refinancing of $27 million.

We will pay interest on the 2028 Notes at a rate of 5.625% per annum and on the 2030 Notes at a rate of 5.875% per annum, in each case semiannually on the interest payment dates provided in the applicable indenture governing such series of Senior Notes.

Concurrent with this issuance we called for partial redemption of $275 million of the $425 million outstanding aggregate principal amount of the 5.500% Senior Notes due 2021 (the "2021 Notes") effective 9 October 2020, $725 million of the $2,300 million outstanding aggregate principal amount of the 5.000% Senior Notes due 2022 (the "2022 Notes") effective 9 October 2020 and $750 million of the $2,300 million outstanding aggregate principal amount of the 2022 Notes effective October 10, 2020, in each case at a redemption price equal to 100% of the principal amount of such notes to be redeemed, plus accrued and unpaid interest thereon to, but excluding, the applicable partial redemption date. We wrote-off certain previously deferred financing fees of $4 million in connection with the October 2020 redemptions.

Covenants

The Amendment Agreement and the Credit Agreement, as amended by Amendment No. 1 (together the "Secured Credit Agreements")contain a number of covenants that, among other things, restrict, subject to certain exceptions, the ability of Nielsen Holding and Finance B.V. and its restricted subsidiaries (which together constitute most of our subsidiaries) to incur additional indebtedness or guarantees, incur liens and engage in sale and leaseback transactions, make certain loans and investments, declare dividends, make payments or redeem or repurchase capital stock, engage in certain mergers, acquisitions and other business combinations, prepay, redeem or purchase certain indebtedness, amend or otherwise alter terms of certain indebtedness, sell certain assets, transact with affiliates, enter into agreements limiting subsidiary distributions and alter the business they conduct. These entities are restricted, subject to certain exceptions, in their ability to transfer their net assets to us. Such restricted net assets amounted to approximately $1.9 billion at 31 December 2020. The Amendment Agreement contains a total leverage covenant that requires the Covenant Parties (as defined in the Amendment Agreement) maintain a ratio of Consolidated Total Net Debt (as defined in the Amendment Agreement) to Consolidated EBITDA (as defined in the Amendment Agreement) at or below 5.50 to 1.00, measured at the end of each calendar quarter for the four quarters most recently ended. Neither we nor TNC B.V. is currently bound by any financial or negative covenants contained in the Secured Credit Agreements. The Secured Credit Agreements also contain certain customary affirmative covenants and events of default. Certain significant financial covenants are described further below.

Failure to comply with the financial covenant described above would result in an event of default under our Amendment Agreement unless waived by certain of our term lenders and our revolving lenders. An event of default under our Amendment Agreement can result in the acceleration of our indebtedness under the facilities thereunder, which in turn would result in an event of default and possible acceleration of indebtedness under the Credit Agreement, as amended by Amendment No. 1, and the agreements governing our debt securities as well. As our failure to comply with the financial covenant described above can cause us to go into default under the agreements governing our indebtedness, management believes that our Amendment Agreement and this covenant are material to us. As of 31 December 2020, we were in full compliance with the financial covenant described above.

Pursuant to the terms of our Secured Credit Agreements, we are subject to making mandatory prepayments on the term loans outstanding thereunder to the extent in any full calendar year we generate Excess Cash Flow (“ECF”), as defined in the Secured Credit Agreements. The percentage of ECF that must be applied as a repayment under either Secured Credit Agreement is a function of several factors, including our ratio of total net debt to Covenant EBITDA, as well other adjustments, including any voluntary term loan repayments and permanent reductions of revolving credit commitments made in the course of the calendar year. To the extent any mandatory repayment is required pursuant to this ECF clause; such payment must generally occur on or around the time of the delivery of the annual consolidated financial statements to the applicable lenders. At 31 December 2020, our ratio of total net debt to Covenant EBITDA was less than 5.00 to 1.00 and therefore no mandatory repayment was required. Our next ECF measurement date will occur upon completion of the 2021 results, and although we do not expect to be required to issue any mandatory repayments in 2021 or beyond, it is uncertain at this time if any such payments will be required in future periods.

Revolving Credit Facility

The Amendment Agreement contains a senior secured revolving credit facility with aggregate revolving credit commitments of $850 million and a final maturity of July 2023 under which Nielsen Finance LLC, TNC (US) Holdings, Inc., and Nielsen Holding and Finance B.V. can borrow revolving loans. The revolving credit facility can also be used for letters of credit, guarantees and swingline loans.

The senior secured revolving credit facility is provided under the Amendment Agreement and so contains covenants and restrictions as noted above with respect to the Amendment Agreement. Obligations under the revolving credit facility are guaranteed by the same entities that guarantee obligations under the Amendment Agreement.

As of 31 December 2020, we had zero borrowings outstanding and outstanding letters of credit of $18 million. As of 31 December 2019, we had zero borrowings outstanding and outstanding letters of credit of $17 million. As of 31 December 2020, we had $832 million available for borrowing under the revolving credit facility.

Subsequent Events

On 31 October 2020, Nielsen entered into the Connect Sale Agreement to sell its Global Connect business to affiliates of Advent International Corporation, for $2.7 billion in cash, subject to adjustments based on closing levels of cash, indebtedness, debt-like items and working capital, and the Connect Warrant. On 11 February 2021 a virtual special meeting of Nielsen’s shareholders was held. At the special meeting, the Connect Transaction was submitted to a vote of the shareholders through the solicitation of proxies. Approval of the Connect Transaction required the affirmative vote of the holders of a majority of ordinary shares present (online or by proxy) at the special meeting. The Connect Transaction was approved by the requisite vote of Nielsen’s shareholders. The Connect Transaction closed on 5 March 2021. Proceeds from the sale were utilized for debt repayment.

On March 16, 2021, Nielsen completed the partial prepayment of $1.0 billion of the Senior secured term loans due 2023 and $0.3 million of the Senior secured term loans due 2025. The partial prepayment resulted in aggregate principal amount of 2023 and 2025 Senior secured term loans remaining outstanding of approximately $2.6 billion and $1 billion, respectively. Nielsen called for redemption of $150 million outstanding aggregate principal amount of its 5.500% Senior notes due 2021 effective 21 March 2021 and $825 million outstanding aggregate principal amount of the 5.000% Senior Notes due 2022 effective April 10, 2021, in each case at a redemption price equal to 100% of the principal amount of such notes to be redeemed, plus accrued and unpaid interest thereon to, but excluding, the applicable partial redemption date.

Dividends and Share Repurchase Program

We continue to drive shareholder value through our quarterly cash dividend policy which was adopted by our Board of Directors ("Board") in 2013. Under this plan we have paid $86 million and $395 million in cash dividends during the years ended 31 December 2020 and 2019, respectively. On 3 November 2019, the Board approved a plan to reduce the quarterly cash dividend, with the goal of strengthening our balance sheet and providing added flexibility to invest for growth. Any decision to declare and pay interim dividends in the future will be made at the discretion of our Board and will be subject to the Board's continuing determination that the dividend policy and the declaration of dividends thereunder are in the best interests of our shareholders, and are in compliance with all laws and agreements to which we are subject. The below table summarizes the dividends declared on our common stock during 2019 and 2020.

Declaration Date	Record Date	Payment Date	Dividend Per Share	
February 21, 2019	March 7, 2019	March 21, 2019	$	0.35
April 18, 2019	June 5, 2019	June 19, 2019	$	0.35
July 18, 2019	August 22, 2019	September 5, 2019	$	0.35
November 3, 2019	November 21, 2019	December 5, 2019	$	0.06
February 20, 2020	5 March 2020	March 19, 2020	$	0.06
April 16, 2020	June 4, 2020	June 18, 2020	$	0.06
July 16, 2020	August 20, 2020	September 3, 2020	$	0.06
October 27, 2020	November 19, 2020	December 3, 2020	$	0.06

On February 4, 2021, our Board declared a cash dividend of $0.06 per share on our common stock. The dividend is payable on March 18, 2021 to shareholders of record at the close of business on March 4, 2021.

Our Board approved a share repurchase program of the Company's ordinary shares of €0.07 each in our ordinary shares, as included in the below table, for up to a maximum consideration of $2 billion of our outstanding ordinary shares. The primary purpose of the program is to return value to shareholders and to mitigate dilution associated with our equity compensation plans.

Board Approval	Share Repurchase Authorization ($ in millions)	
25 July 2013	$	500
23 October 2014		1,000
11 December 2015		500
Total Share Repurchase Authorization	$	2,000

Repurchases under this program will be made in accordance with applicable securities laws from time to time and depending on our evaluation of market conditions and other factors. This program has been executed within the limitations of the authority granted us on 6 August 2015 and which has been extended by the authority approved by our shareholders at its annual general meeting held on 12 May 2020 (which authority will expire on 12 May 2025).

As of 31 December 2020, there have been 39,426,521 shares of our common stock purchased at an average price of $44.95 per share (total consideration of approximately $1,772 million) under this program. There were no share repurchases for the year ended 31 December 2020.

Cash Flows 2020 versus 2019

Operating activities. Net cash provided by operating activities was $1,114 million for the year ended 31 December 2020, compared to $1,179 million for the year ended 31 December 2019. This decrease in net cash provided in operating activities was primarily due to higher employee annual incentive payments and higher restructuring payments, partially offset by working capital timing and lower income tax payments and interest payments. Our key collections performance measure, days billing outstanding (DBO), increased by 3 days as compared to the same period last year.

Investing activities. Net cash used in investing activities was $537 million for the year ended 31 December 2020, compared to $582 million for the year ended 31 December 2019. The primary drivers for the decrease was lower acquisition payments and a decrease in purchases of equity investments during the year ended 31 December 2020 as compared to the same period for 2019.

Financing activities. Net cash used in financing activities was $422 million for the year ended 31 December 2020, compared to $657 million for the year ended 31 December 2019. The decrease in net cash used in financing activities was primarily due to the decrease in cash dividends, partially offset by the classification of lease payments due to the adoption of IFRS 16 (see Note 8) and the net proceeds from debt issuances and repayments compared to the same period for 2019.

Capital Expenditures

Investments in property, plant, equipment, software and other assets totaled $519 million for each of the periods ended 31 December 2020 and 2019.

Corporate Governance

We are a public limited company incorporated under the laws of England and Wales. However, we are listed on the New York Share Exchange and we are required to comply with the Sarbanes-Oxley Act and the corporate governance requirements of the New York Share Exchange and the U.S. Securities and Exchange Commission. We are also subject to the U.K. corporate law requirements of the Companies Act 2006.

Employees

Diversity

Nielsen's business is built on understanding the diversity of individuals and embraces diversity within its own organization. The Company values its employees' individual and collective capabilities. It employs, trains, promotes and compensates individuals based on job-related qualifications and abilities, without regard to, for example, race, color, religion, national origin, gender, sexual orientation, age, marital status or physical or mental disability. The Company has a strong commitment to maintaining a bias-free environment where discrimination and harassment are not tolerated. Our inclusive culture helps us respond to our diverse customer base, while developing and retaining a secure supply of skilled, committed employees.

The gender balance for the directors, senior managers and employees of the Company and the Group as at 31 December 2020 is set out in the table below.

	Headcount			**%**		
	Male	Female	Total	Male	Female	Total
Executive directors	1	—	1	100	—	100 %
Non-executive directors	8	4	12	67	33	100 %
Total directors	**9**	**4**	**13**	**69**	**31**	**100 %**
Senior managers of the Group	5	4	9	56	44	100 %
Directors of subsidiaries	242	137	379	64	36	100 %
Other employees of the Group	20,307	21,859	42,166	48	52	100 %
Total directors and employees	**20,563**	**22,004**	**42,567**	**48**	**52**	**100 %**

Disabled Employees

The Company believes in providing equal opportunities for all employees. The employment of disabled persons is included in this commitment and the recruitment, training, career development and promotion of disabled persons is based on the aptitudes and abilities of the individual. In the unfortunate event that employees become disabled during their employment with Nielsen, every effort is made to continue their employment with the Group and, if necessary, appropriate training and reasonable equipment and facilities are provided to assist in the day-to-day work of such affected employees.

Employee Involvement

It is the Company's policy to maintain well-developed communications and consultation programs with all employees and employee representative bodies, including via email communication or regular updates of the Company's employee website. The Company also negotiates and consults with recognized unions and works councils as appropriate. The highest concentration of union membership is in Europe and there have been no material disruptions to our operations from labor disputes during the past five years. The Company is committed to continue taking into account the needs of its employees when deciding on policies and matters that affect them as employees.

Nielsen believes the development of its employees is essential to the future strength of its business and is committed to provide training to its employees covering technical, personal and management programs. The Company will continue to improve the relevance and quality of its training programs as the business evolves.

The remuneration policy for non-directors is based on the same philosophy and principles that govern the remuneration policy for Executive Directors. Annual salary reviews take into account company and individual performance, local pay and market conditions, and salary levels for similar roles in the relevant geographies. Senior executives are eligible to participate in the Annual Incentive Program ("AIP") and in Long Term Incentive ("LTI") programs on similar terms as the Executive Directors. Managerial and professional employees are eligible to participate in the AIP provided for executives; opportunities vary by organizational level and an individual's role. Some employees below executive level are eligible to participate in the Share Option and Restricted Share Units ("RSU") components of the LTI program; opportunity levels are commensurate with organizational level.

Environment

Through our global sourcing and real estate teams as well as local "green teams," we're reducing our global environmental impact in ways that also improve our operations. From reducing e-waste through the donation of our old computers to increasing the energy efficiency of our largest data centers and offices, from introducing "greener" travel options to planning "greener" corporate events, Nielsen teams are finding uncommon ways to minimize our waste streams and energy and water consumption.

We request sustainability assessments annually from our top strategic suppliers. These third-party assessments address sustainability issues including climate impacts and greenhouse gas emissions, energy consumption, and waste management. In 2019, these assessments covered 90% of our spend under management and close to 70% of these suppliers had scores indicating engagement with these issues. The analysis of 2020 assessments will be completed in April 2021.

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Social, Community and Human Rights

Social and Community

At Nielsen, we mobilize our data, expertise and time to positively impact our communities and ensure every voice counts. Through our Data for Good projects, we strategically donate Nielsen data and services to help solve critical social and environmental challenges, while also engaging our employees and expanding our capabilities in new ways across our clients and communities. Through our Nielsen Cares volunteering program, our employees make a difference with their 24 hours of annual dedicated volunteer time, through which they can connect to nonprofit organizations in their communities.

Nielsen donated in-kind an estimated $94 million of data, products, and services donated over five years from 2016 to 2020. During the same period, Nielsen employees logged almost 393,000 volunteer hours.

Our Nielsen Cares efforts have focused on four priority areas that represent critical areas of need we feel we are best equipped to address, given their strategic importance and our core competencies of our data, science and people.

- *Hunger and nutrition*: We have helped nonprofits better understand food issues to increase global access to food, reduce food insecurity and improve nutrition. The global data we collect about food pricing and consumption can provide nonprofits with the insights they need to drive more efficient and impactful programs;
- *Education*: We strive to enable the next generation of leaders to excel in areas such as reading, computer literacy and math. These efforts also directly benefit our business, as we rely on a workforce educated in STEM (science, technology, engineering and math) skills;
- *Technology*: Everything we do is rooted in leveraging technology to make an impact. We want to expand technology access and understanding, enabling nonprofits to achieve their hunger, education and diversity-related missions by tapping into Nielsen's technical expertise, as well as growing their own skills to be more effective and efficient. Just as Nielsen's business depends on technology, we recognize that social and environmental issues must be addressed in new ways through new solutions; and
- *Diversity & Inclusion*: We help to empower diverse communities by increasing awareness of diverse consumer demographics and by driving career readiness for all. This area of focus reflects the importance of diversity and inclusion to our business, both in our workforce and in our efforts to accurately represent diverse communities in our measurement.

Preventing Bribery and Corruption

Nielsen succeeds 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. Nielsen does not give cash or cash equivalents or anything else of value in order to secure an unfair business advantage. Nielsen does not make payments or provide any benefit to government officials to obtain business, favorable treatment or to avoid a fine or penalty. Nielsen also does not make facilitation payments or give tips or "grease money" to government officials to speed up their performance.

Climate Change

Given Nielsen's wide-ranging global footprint, it also recognises the current and potential future impacts of climate change on its operations, particularly as it relates to key operations centers and its most heavily populated offices. Nielsen recognises both the imperative reality of climate change and the opportunities for increased efficiency and effectiveness that it presents. We are working with teams and leaders across our organization to continue to ensure that climate change risks and opportunities are integrated into our business strategy and that we are taking meaningful action to drive continuous improvements where needed.

As an example, we understand that our facilities are one of our largest sources of emissions, and we continually work to reduce our energy use and emissions by improving the efficiencies in this space; such as ensuring that 95% of the live data storage in our data centers are upgraded to all-flash. Our infrastructure efforts also continue to add further efficiencies through increased density of our virtual fleet and reducing our host count, moving us towards a more lean data center portfolio and lower carbon consumption.

Nielsen uses its global climate risk assessment, conducted in 2018, to take concrete actions to further mitigate climate-related risks, while we remain open and attuned to how current risks are evolving and where new risks may be emerging. The assessment helped Nielsen to better understand the physical and transition-related risks of climate change where Nielsen operates around the globe, with a long-term objective of ensuring that current and future strategic and operational planning appropriately takes climate change-related risks into account.

Please see the Greenhouse Gas Emissions section of this report for 2020 emissions data and more information on Nielsen's environmental program.

In 2015, Nielsen established a plan to put in place a formal program of monitoring and reporting its GHG emissions in North America in 2015, adding Latin America for the 2016 reporting period, its GHG emissions in Europe for the 2017 reporting period, and its GHG emissions across the Rest of Nielsen (Middle East, Africa and Asia Pacific) for the 2018 reporting period. With the reporting coverage expansion concluding in 2018, Nielsen is now reporting on its full Scope 1 and Scope 2 GHG emissions across our global portfolio. In addition, to gain a more comprehensive and complete view of Nielsen's global emissions, a methodology change starting our 2019 reporting, which included estimates to bridge any data gaps, has ensured that now our numbers represent 100% of our global square footage portfolio.

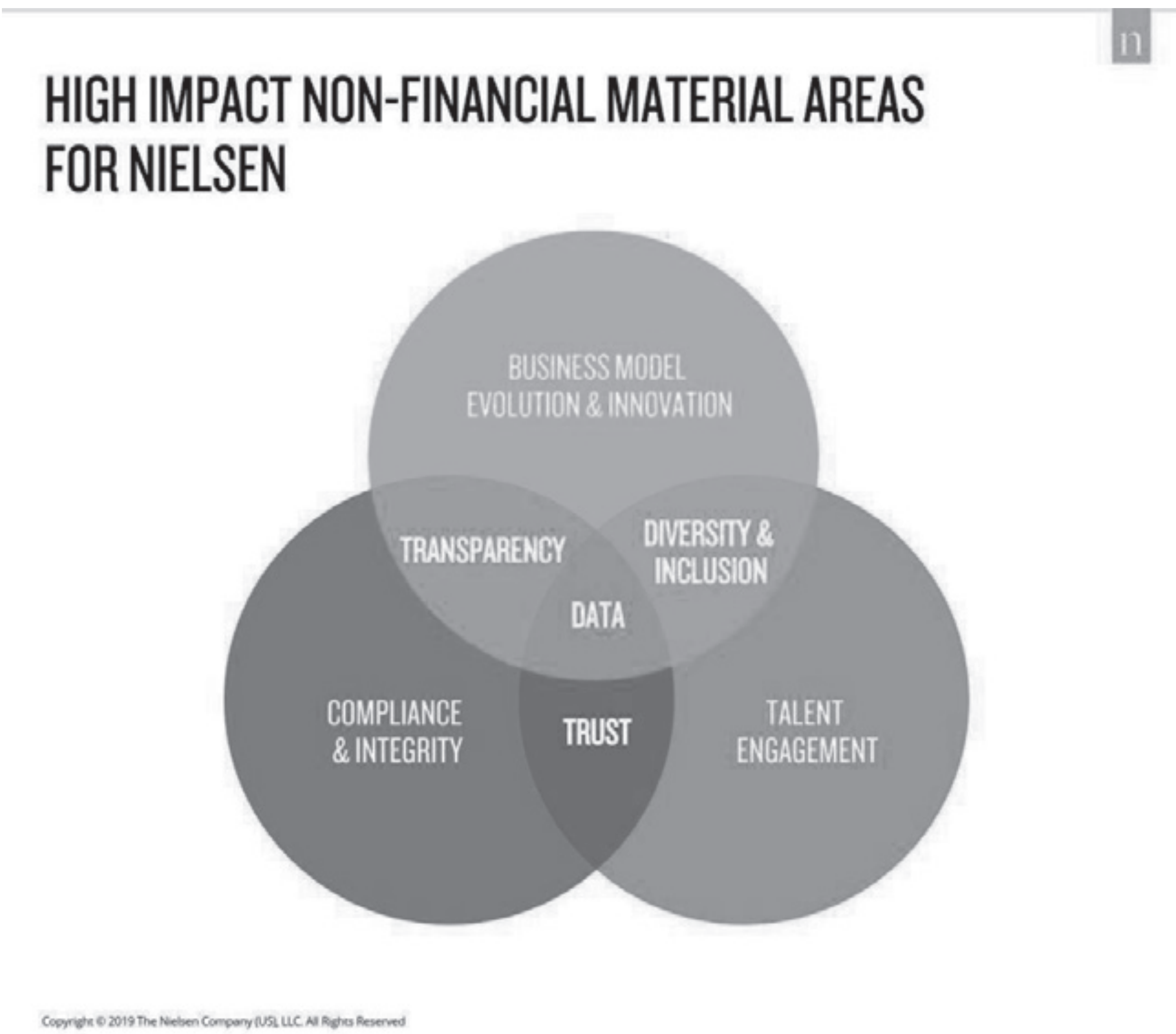
As we now go into 2021 as a new business, and re-establish our Scope 1 and Scope 2 baselines, Nielsen is investigating absolute emission reduction targets to continue driving our climate change mitigation efforts.

Our Global Responsibility & Sustainability Strategy

Nielsen is committed to strengthening the communities and markets in which we live and operate our business, recognizing how important this is to a sustainable future. This commitment is supported and expressed at all levels of our organization. At the Board of Directors level, Nielsen's Nomination & Corporate Governance Committee is responsible for reviewing the company's policies, practices and positions relating to corporate citizenship and sustainability, including but not limited to environmental quality and other environmental, social and governance (ESG) areas. The Board considers the impact of these areas on Nielsen's internal and external stakeholders, including our employees, clients, suppliers and investors.

ESG issues are central to our business and to our success today and in the future. We know we cannot just deliver results for our clients; we must also operate ethically, treat our associates fairly, care for the broader environment and communities in which we operate, and minimize negative impacts through both our own operations and our supply chain.

Our Global Responsibility & Sustainability strategy encompasses all ESG issues that affect our business, operations, and internal and external stakeholders. To determine which ESG issues are of most importance to our company and our stakeholders, we regularly conduct a non-financial materiality assessment. Through this process we identified the following key ESG issues as most important, both in terms of our stakeholders' views, and in terms of their current and potential impact on Nielsen's economic, environmental and social value:



While it is the responsibility of all teams within Nielsen to consider relevant ESG impacts in their everyday work, we aim to approach ESG risks and opportunities in a holistic way through our Global Responsibility & Sustainability strategy, infusing these considerations into regular engagement with our Board of Directors, internal councils, across functional groups and teams, and other forums.

We do not consider our business strategy and ESG issues to be separate—they are thoroughly intertwined. By linking ESG opportunities to our core business strategy, we work to uncover operational efficiencies, mitigate risk and maximize opportunities for our internal and external stakeholders. In short, we see ESG considerations as an essential component of our long-term success.

Stakeholder Engagement

Because of the nature of our business—collecting and analyzing data and feedback from consumers, so that our clients can better understand the forces that influence consumer behavior and ultimately improve their business strategies—we uniquely understand the importance of hearing from a diverse group of stakeholders about all aspects of our business and operations, in order to continue to drive improvements.

Nielsen interacts with a variety of external individuals and organizations in our regular course of business, as described in the examples below, as well as through the process of conducting our regular nonfinancial materiality assessments. These opportunities to proactively listen to our stakeholders are key to our strategic and evolving ability to directly and indirectly create value through our business and in our communities, today and into the future. We're committed to incorporating stakeholder feedback into our processes, business strategy and global responsibility and sustainability programs. Beyond seeking to better understand how stakeholders view Nielsen today, we also use this feedback to identify future potential risks and opportunities, including emerging issues that could affect Nielsen's business success and stakeholder relationships.

In order to conduct our nonfinancial materiality assessments, we engage stakeholders directly or through proxies across all aspects of our value chain. The results of these assessments inform our strategic approach, including our ongoing communications about Nielsen's overall commitments; how we proactively respond to ESG-related inquiries from investors, clients and other stakeholders; and how we allocate resources to areas of greatest impact and importance to Nielsen. These issues cut across all aspects of our business, operations and value creation through our client and industry relationships, our employee base and our communities.

The following describes the primary types of stakeholders with whom we engage, and how we engage with them:

Clients: We engage with clients on a regular basis, both individually and through client committees, to gain direct input and insights that will enhance the quality of our measurement and methodologies for the industries we serve. These committees advise the relevant Nielsen business units on industry issues and concerns, provide insight on technological advances and help Nielsen improve the utility of its data and products.

Suppliers: We engage with key suppliers on ESG issues multiple times a year—through written correspondence and requests for reporting, in person at their facilities, on conference calls and at conferences. We require standardized, third-party assessments of suppliers' ESG performance, which then serve as catalysts for meaningful engagement and discussion via our sourcing managers, in an effort to drive continuous improvement. We've also developed a Supplier Toolkit as a resource for suppliers to help improve their sustainability performance.

Consumers: We have extensive contact with individuals and families all over the globe as we collect data to better understand consumer behavior. Our field and membership representatives and retail auditors visit panelists' homes and local stores worldwide to collect data. We are committed to acting in the best interest of those consumers, especially in terms of protecting the privacy and security of their information.

Investors: Our Investor Relations team engages regularly with investors through individual meetings, conferences, nondeal roadshows, quarterly earnings calls and an annual investor day. Details about our investor engagement can be found on our Investor Relations site, where we also provide information for investors about our ESG efforts through resources such as our ESG Highlights overview.

Creditors: Senior management periodically meets with key creditors in person or via conference calls, and has hosted multi-participant meetings. Through our Investor Relations and Treasury functions, we respond, as appropriate, to inbound inquiries from both debt analysts and key creditors. As a levered company, it is important that Nielsen has access to the various debt markets and on reasonable terms at all times. This allows Nielsen to fund growth initiatives including capital expenditures and potential acquisitions, and provides the company with appropriate liquidity cushions through the economic cycle.

Industry Associations: We recognize the importance of engaging with industry trade organizations, strategic business partners, industry influencers, value-added resellers, and nongovernmental and community organizations. A comprehensive list of our association memberships is provided below. As it relates to ESG-related charters, principles, or initiatives, we take an open view and may join new or other initiatives as they emerge. Some examples for Nielsen include our alignment with the Sustainability Accounting Standards Board (SASB), the Task Force on Climate-related Financial Disclosures (TCFD), and the Global Reporting Initiative (GRI). We have also committed to a variety of pledges, including our CEO's commitment to the LEAD Network CEO Pledge to advance women in leadership at Nielsen. Additionally, as mentioned in our Global Commitment to Human Rights, we have aligned our approach with the United Nations' (U.N.'s) Guiding Principles on Business and Human Rights, the U.N.'s Universal Declaration of Human Rights, the International Labour Organization's Conventions, and the human rights-related recommendations set forth in the Organisation for Economic Co-operation and Development's Guidelines for Multinational Enterprises. We are also members of the Responsible Business Alliance, Responsible Labor Initiative and the Responsible Minerals Initiative.

Communities: We mobilize our data, expertise and time to positively impact our communities and ensure every voice counts. We regularly volunteer and donate pro bono data to non-profit organizations around the globe in an effort to make a tangible difference in our communities. We have focused our efforts in the priority areas of hunger and nutrition, education, technology and diversity, equity and inclusion.

Employees: We have employees in every major region of the globe, so we work hard to keep in close communication with them and ensure we are all aligned and working toward common goals. Companywide, we conduct a myVoice employee engagement survey every year; the survey includes questions on engagement, compensation and work-life balance, among other topics. All Nielsen employees are encouraged to engage across functions and geographies through companywide resources, such as our Google Currents suite of online communities for collaboration and information sharing, as well as through regular global town hall meetings and other events. We also have a variety of employee engagement platforms, including our Business Resource Groups and as volunteer leadership opportunities through Nielsen Cares and Nielsen Green.

Governance

Nielsen Holdings plc board of directors (the "Board") oversees the management of the business and affairs of the Company in a manner consistent with the best interests of the Company and its shareholders. In this oversight role, the Board serves as the ultimate decision-making body of the Company, except for those matters reserved to the shareholders. All directors are elected individually to the Board on an annual basis. Our Board is led by a non-executive and independent chairman. Director orientation and continuing training is required for all directors by our Corporate Governance Guidelines.

The Board's Nomination and Corporate Governance Committee reviews the company's policies, practices and positions relating to corporate citizenship and sustainability. As such, the committee oversees corporate social responsibility, environmental quality, climate change and diversity and inclusion, among other ESG areas. The Board considers the impact of these areas on Nielsen's internal and external stakeholders, including our employees, clients, suppliers and investors. The Nomination and Corporate Governance Committee is also responsible for director nomination, Board composition, succession planning and Board and committee evaluations.

The Board's Audit Committee has oversight of our Compliance & Integrity program, which covers issues relating to ethics and anti-corruption, and regularly hears reports from our Compliance & Integrity team. The Audit Committee oversees hiring, independence and performance of the external auditors, the financial reporting and disclosure process, Nielsen's internal audit function and process and Nielsen's internal controls, risk management and compliance process.

The Board's Compensation and Talent Committee are responsible for overseeing executive compensation, incentive and equity-based compensation plans, compensation-related disclosure under applicable laws, director compensation and talent development and employee engagement.

Within Nielsen, our Global Responsibility & Sustainability (GR&S) team oversees and manages our global ESG strategy and reporting, Nielsen Cares (our social responsibility and employee volunteering efforts), Nielsen Green (our environmental sustainability activities), and our Data for Good program. The Global Responsibility & Sustainability team also supports grant-making through the Nielsen Foundation, a private foundation funded by Nielsen that is overseen by a Board of Directors. Among other responsibilities, the GR&S team, along with a variety of functions and teams, ensures alignment with relevant environmental mandates and other requirements such as compliance with local laws. Compliance is managed both globally and locally, depending on the team responsible for the relevant operation or local execution of our global strategy.

Compliance and Integrity

Our global Compliance & Integrity program is dedicated to ensuring ethical and compliant behavior across Nielsen—from the C-suite through to the most junior associates all over the world. While upholding our high ethical standards is the responsibility of all our associates, functional responsibility for managing our Compliance & Integrity efforts sits with a dedicated group within our Legal & Corporate Affairs team, reporting directly to our Chief Legal & Corporate Affairs Officer and with oversight from our Board of Directors.

Our Code of Conduct is a core element of this program. The Code establishes clear expectations and guidelines for all associates, prohibiting corruption, bribery, facilitation payments, fraud, discrimination, anti-trust/anti-competitive practices, money laundering, insider trading and more; it also requires associates to avoid and disclose conflicts of interest. The Code also sets forth expectations and guidelines for positive behaviors, including treating everyone with respect, valuing diversity, protecting human rights and speaking up to report Code violations without fear of retaliation. Underlying the Code are more-detailed internal policies—for example, a Global Anti-Corruption Policy—to guide associates in their day-to-day activities. The Compliance & Integrity program partners with a cross-functional team of stakeholders to ensure that global, internal Nielsen policies are up to date and relevant for current business activity. Our Board of Directors has approved our Code, and it is available in more than 40 languages.

The Code applies to everyone at Nielsen, including our 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 subcontractors to the same high standards.

We ask our Board and all employees—except where not permitted by local laws—to annually certify that they understand and will abide by our Code of Conduct.

Our Compliance & Integrity team and Corporate Audit Staff (CAS) work together to assess and inform local business contacts across functions such as Legal, Finance, Human Resources (HR), Operations and Sales regarding anti-corruption risks and obligations. As part of its audit process, CAS leads an anti-corruption training to review the U.S. Foreign Corrupt Practices Act (FCPA) and U.K. Bribery Act. Additionally, CAS distributes an FCPA questionnaire, which requires local business contacts from Finance, HR, Operations and Sales to provide input on their knowledge regarding the FCPA and any potentially corrupt payments.

We encourage associates to Speak Up about any concerns of misconduct, without fear of retaliation. Our Speak Up tools include a telephone and web Helpline and email addresses to contact independent third-party representatives, as well as our Compliance & Integrity Leaders around the world. Associates and third parties are able to use these tools to anonymously seek clarification, share information and report grievances using the "Ask a Question" feature via the Helpline. Details about how to call the Helpline or file a claim online—including direct contact information for Integrity Leaders by country—are available in our Code of Conduct and on our intranet.

Through our Speak Up program, our Compliance & Integrity Leaders intake reports of misconduct (directly or through the Helpline) and ensure that the concerns are reviewed and investigated in an impartial and timely fashion. When a Code of Conduct violation is reported, Integrity Leaders work with the relevant stakeholders to determine the appropriate next steps to investigate and resolve the report. If the report is substantiated, an assessment is made as to whether discipline is required and, if so, what level of discipline. Discipline can vary from warnings to termination. The Compliance & Integrity team utilizes data about prior outcomes to inform disciplinary decisions, in order to support and strengthen Nielsen's commitment to organizational justice.

Risk Management

Our ERM Process

Our Enterprise Risk Management (ERM) framework helps us to identify, evaluate, manage and develop mitigation plans for financial and non-financial risks. The goal of our ERM program is to ensure that Nielsen identifies cross functional risk mitigation opportunities and that our leaders are well-informed on Nielsen's risk landscape so they can make educated, strategic decisions that lead to sustainable growth.

Through this program, functional business leaders are required to report back on their assessment of business risks in specific categories, and corporate business leaders are required to report on risks in seven categories. These risk areas include, but are not limited to, Data Integrity, Information Security, Internal Fraud, and Acquisitions/Divestitures. All leaders and teams are expected to build in measures for continuous improvement on risk management as it relates to our regular engagement through our ERM framework and beyond; leaders and teams with product development and management oversight are expected to build their understanding of these risks into the product development and approval process. This process allows us to view risk from a holistic perspective that correlates key risks from both the financial and business risk categories. We assess risks in the short term (one to two years), medium term (three to five years) and long term (six to ten years).

At the Board level, enterprise risk management is overseen by the Audit Committee. On a day-to-day basis, risk management is overseen by the Associate General Counsel, Risk, Compliance & Integrity, who reports to our Chief Legal & Corporate Affairs Officer.

We hold one formal risk reporting meeting per year with the ERM Leadership Committee (composed of top executives) and three or more less-formal, more collaborative "risk-sharing" conference calls with risk owners and risk experts across functions and geographies focused on a specific area of risk. To help ensure an effective risk culture throughout the company and foster continuous improvement, the ERM process seeks to engage key senior leaders in the process through regular updates and touchpoints relating to risk management.

Risk Management Outside the ERM Process

We have a comprehensive, global audit structure that seeks to uncover risks throughout the company so they can be addressed. Our Corporate Audit Staff (CAS) provides internal audits of company financial information, independently reviewing the accuracy of that information, assessing financial processes and evaluating the effectiveness of financial controls for Nielsen's global business units. The audits are split into two sections: Sarbanes-Oxley and risk-based reviews. Through this approach, CAS ensures coverage of Nielsen's largest entities as well as high-risk entities that are selected based on several criteria, including but not limited to integrity concerns, turnover, growth and other risk indicators identified by management. The CAS team's audits and reviews substantially cover our global revenue and assets, and overall coverage has increased year over year. The results of the CAS team's reviews are reported quarterly to the Chief Financial Officer and the Board's Audit Committee.

Data Privacy, Security & Integrity

For consumers to willingly share information with us, they have to trust us. We take seriously our commitment to keeping all personal and confidential data private.

Our approach to privacy centers on minimizing an individual's identifiability within our processing operations to the greatest extent possible, while still observing sound data science and market research methodologies to extract research insights from individual-level data. Much of the data we use is masked or pseudonymized in various ways within our systems to protect individuals from direct identification, and we have controls in place to prevent individuals from being reidentified from data provided to our clients. We follow an approach of "privacy by design" to ensure that our privacy principles—which align with globally accepted fair information practices—are embedded in the design of our products and services during the development stage.

Where we perform measurement of the general public or our services support interest-based advertising, we do so using anonymized or pseudonymized data. We maintain extensive privacy notices on the Privacy page of our website describing the various types of data collection and use in which Nielsen engages, and we provide the public with instructions for how to opt out of our measurement products. See our full Privacy Statement for more on our data privacy approach, including notifications on data we collect and methods for communication to and from data subjects.

Our Global Privacy and Data Use Policy addresses Nielsen's collection, use, disclosure and retention of data about unique individuals. The policy is generally applied to all Nielsen services, processes and technologies—whether client-facing or internal—that utilize individual-level data, including during the development or assessment of new processes or technology, as well as by all Nielsen affiliates, subsidiaries, majority-owned joint ventures, associates and contractors. The importance of protecting data privacy and security is also emphasized in our Supplier Code of Conduct. The Policy is reviewed regularly, and was updated in 2018 to ensure alignment with the requirements of the EU General Data Protection Regulation and other applicable laws and regulations. We have also procured new privacy compliance management software to help facilitate the implementation of the Policy and new regulatory requirements (including management of data subject access requests, data protection impact assessments).

Nielsen is committed to protecting the security of all client and consumer information. Our Cyber Security Program is grounded in internationally recognized data protection principles, and we use a variety of security technologies and procedures to protect client and consumer information. We deploy and utilize innovative custom-built and commercial solutions at a global scale. Nielsen's Cyber Security Program aligns with the National Institute of Standards and Technology's Cyber Security Framework, which includes five core functions: identify, protect, detect, respond and recover.

Intellectual Property

Our patents, trademarks, trade secrets, copyrights and all of our other intellectual property are important assets that afford protection to our business. Our success depends to a degree upon our ability to protect and preserve certain proprietary aspects of our technology and our brand. To ensure that objective, we control and limit access to our proprietary technology. Our employees and consultants enter into confidentiality, non-disclosure and invention assignment agreements with us. We protect our rights to proprietary technology and confidential information in our business arrangements with third parties through confidentiality and other intellectual property and business agreements.

We hold a number of third-party patent and intellectual property license agreements that afford us rights to third-party patents, technology and other intellectual property. Such license agreements most often do not preclude either party from licensing our patents and technology to others. Such licenses may involve one-time payments or ongoing royalty obligations, and we cannot ensure that future license agreements can or will be obtained or renewed on acceptable terms, or at all.

Pursuant to the Connect Sale Agreement, we entered into certain ancillary agreements at the closing of the Transaction. We granted Advent a license to brand its products and services with the "Nielsen" name and other Nielsen trademarks for 20 years following the closing of the Transaction. Additionally, Nielsen and Advent entered into agreements pursuant to which, among other things, Nielsen and Advent (i) granted each other reciprocal licenses for certain data and corresponding services relating to that data for periods of up to five years following the closing and (ii) granted each other licenses to use certain patents and other intellectual property.

Supply Chain

Our institutional spend with suppliers around the world comes with risks and impacts that are of concern to our company and our stakeholders—risks relating to climate change, energy use, human rights, conflict minerals and data privacy and security, among others. Just as consumers collectively have immense purchasing power, as a global company, our institutional spend of over $2 billion can be a demand signal in the marketplace.

The bulk of our supply chain spend, approximately 76%, is in technology and telecommunications, including data processing and data centers; computer programming, consultancy and related services; telecommunications and related services; and software and related services. Technology companies in our supply chain tend to be large, publicly traded, multinational enterprises headquartered in the U.S. or Europe. A relatively small subset of our technology suppliers are contract manufacturers who make Nielsen-designed electronic measurement devices, which are used to track television viewership, radio listening and so forth with our research panels. These contract manufacturer suppliers tend to be small to medium-sized enterprises, often in emerging market countries. The next largest percentage of spend, or approximately 22%, is spent on professional services, which encompass financial services and insurance; office supplies; shipping; staffing; real estate facilities and management; and travel services such as air and auto transportation and accommodations. These suppliers tend to be large, publicly traded companies, often headquartered in the U.S. or Europe. The balance of our spend is on marketing research and related services, as well as call centers. These suppliers, which are often small to medium-sized enterprises, are located in both developed and emerging market countries.

Through our Global Procurement team, we seek to manage this supply chain in an ethical, legal and socially responsible manner. We solicit supplier diversity and sustainability information during the request for proposal (RfP) process for new suppliers. We screen all of our vendors that register through our core accounting systems for corruption and sanctions. Our standard contract terms request that our suppliers abide by the Nielsen Supplier Code of Conduct, which is available in 39 languages and conveys our expectations in areas such as human rights, health and safety, environmental management, ethics, and management systems. Nielsen's Supplier Code was adapted from the supplier code of conduct of the Responsible Business Alliance, formerly the Electronic Industry Citizenship Coalition. We provide online training on the Code for suppliers.

Our supply chain sustainability program systematically addresses the ESG risks and opportunities in our supply chain. Meaningful supplier engagement is the primary means by which we collaborate with suppliers to meet our program's sustainability goals. We do this through measurement and disclosure, continuous improvement, capacity building, and collaboration. Once a key supplier enters our supply chain, we require a standardized supplier assessment on ESG performance (provided by a third party), which benchmarks our suppliers according to their industry, size and country or countries of operation, along with ESG updates during regular business reviews. The assessments and regular business reviews serve as catalysts for meaningful supplier engagement. By doing this, we ensure visibility into ESG risks and opportunities and drive higher standards within our own supply chain. We've also developed a Supplier Toolkit as a resource for our suppliers to improve their sustainability performance. The Supplier Toolkit includes guidance for developing social, ethical and environmental policies, practices and reporting. Additionally, the toolkit includes a comprehensive list of 150 performance indicators that suppliers can use to track ESG performance. Finally, we also combine our purchasing power with other institutions and seek to address these issues systemically. In addition to membership in the Responsible Business Alliance, we are a founding member of the Global Impact Sourcing Coalition and a member of the Sustainable Purchasing Leadership Council.

Human Rights

Nielsen expects that our employees and suppliers will support and respect the free exercise of human rights, including through compliance with applicable human rights and labor laws and the provision of safe and healthy working environments. We regularly publish and update a Global Commitment to Human Rights that outlines our approach to human rights in our own business, operations and supply chain. Additionally, our Supplier Code of Conduct explicitly forbids forced labor, child labor, human trafficking and discrimination, and requires suppliers to respect the right of freedom of association. Furthermore, our Modern Slavery Statement also describes our efforts to mitigate the risk of modern slavery and forced labor in our supply chain.

Impact Sourcing

Nielsen is a founding member of the Global Impact Sourcing Coalition, a coalition of multinational corporations and suppliers committed to employing corporate procurement as an innovative means to address global poverty and increase economic inclusion. These jobs focus on poverty alleviation, or providing productive work that increases workers' household income above the $2 per day poverty line, according to the standard of the Global Impact Sourcing Coalition.

We developed an Impact Sourcing Buyer's Toolkit to raise awareness about impact sourcing among economic buyers and decision-makers for whom an impact sourcing supplier would be a good option. The toolkit includes a buyer's presentation; user-friendly fact sheets and case studies; a directory of providers; and an opportunity identification worksheet to take stock of where opportunities may be available within our company.

Impact sourcing is a key initiative for aligning our supply chain with the Sustainable Development Goals (SDGs). Through impact sourcing, we are addressing multiple SDGs, including SDG 1 (end poverty in all its forms everywhere) and SDG 8 (promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all). To promote this practice throughout the business community, we were on the Review Committee for the "Reducing Poverty Through Employment Toolkit" published by Business for Social Responsibility.

Conflict Minerals

Through electronics contract manufacturing, Nielsen is exposed to risks relating to the extraction and use of conflict minerals. A group of four mined metals—tungsten, tin, tantalum and gold (3TG)—are the most commonly mined conflict minerals. The 3TG minerals are widely used in both consumer and commercial electronics. While these metals are mined across the world, they pose particular risk when extracted from Africa, where there is a greater likelihood for their sale to result in financing warfare or the subjugation of people. Nielsen undertakes due diligence and publishes the results of our due diligence measures annually in a Dodd-Frank Conflict Minerals disclosure, as required by the U.S. Securities and Exchange Commission.

The products requiring 3TG data collection and disclosure in our supply chain are the Portable People Meter family of meters and encoders designed by Nielsen Audio and manufactured by contract manufacturers. An internal management team with representatives from Engineering, Global Procurement, Legal and Finance ensures compliance with our conflict mineral reporting requirements. We utilize a specialized, third-party provider to collect information from our direct suppliers with respect to the origin of the 3TG metals contained in components and materials supplied to us.

We also include sources of 3TG that are supplied to them from lower-tier suppliers.

Our third-party provider:

- utilizes the Conflict Minerals Reporting template developed by the Conflict-Free Sourcing Initiative (now the Responsible Minerals Initiative) to determine the usage of 3TG by suppliers;
- assists suppliers in filling out the template;
- validates and corrects templates;
- alerts Nielsen if any 3TG originated in covered countries;
- generates an aggregated 3TG report based on bills of materials; and
- provides a collection report with hyperlinks to each template.

If template responses are insufficient or absent, Nielsen examines each case individually and determines a response based on the likelihood of 3TG being present, the specific component and the availability of the component from other sources. Possible responses include suspension of purchasing the component from that supplier, working with the supplier to obtain the 3TG data necessary for a determination of its sourcing, or designing out that particular component from our products going forward.

Compliance with our conflict minerals due diligence is specifically included within our Supplier Code of Conduct.

Finally, as a corporate member of the Responsible Business Alliance and the Responsible Minerals Initiative, Nielsen adds its purchasing power to an industry coalition to influence change and encourage responsible sourcing systemically within the electronics industry.

Diversity, Equity & Inclusion

Nielsen's business is built on understanding the diversity of individuals and embraces diversity within its own organization. We value our employees' individual and collective capabilities. We employ, train, promote and compensate individuals based on job-related qualifications and abilities, without regard to, for example, race, color, religion, national origin, gender, sexual orientation, age, marital status or physical or mental disability. We have a strong commitment to maintaining a bias-free environment where discrimination, harassment, retaliation and unfair treatment are not tolerated. In 2020, our Chief Executive Officer also held the role of Chief Diversity Officer.

At Nielsen, we focus on systematically integrating inclusion and accountability into the full employee experience through four focus areas: people, products and thought leadership, supplier diversity and community outreach. In 2020, Nielsen focused on driving impact by increasing diverse representation among associates, enacting global diverse slates, hiring from diverse talent pools and expanding its inclusive hiring practices. We have also had bolder and more candid conversations about issues that are important in building a more inclusive culture. Nielsen's global non-discrimination policy covers every market in which we do business. Nielsen is committed to reflecting the diversity of the clients, communities and markets we measure within our own workforce.

Our Workforce

We work to integrate associates into the company from day one by helping new hires understand our culture, be clear on their roles and feel connected to their new team and to the broader Nielsen community. Our talent development strategy seeks to engage and develop associates to support their personal and professional development and drive better business outcomes for Nielsen. We believe that managing one's career development and growth should be an ongoing collaboration between each associate, their manager and the broader Nielsen community. We are committed to ensuring that our people feel valued and know their work matters, and to empowering them to learn, grow, make a difference and reach their full potential. We also offer mentoring programs that provide valuable learning, development and networking experiences, matching associates with mentors who can support their personal and professional development objectives. We enable these mentoring relationships both within and beyond an associate's business unit, country or region through our global myMentor program.

Our policy is to maintain well-developed communications and consultation programs with all employees and employee representative bodies, including via email communication or regular updates of our employee website and internal social media channels. We also inform and consult with recognized unions and works councils as appropriate. We continually seek feedback from our employees through Leadership Townhalls, pulse surveys, and an annual engagement survey conducted through a third-party provider.

Our Diversity, Equity & Inclusion team works closely with Human Resources to ensure diverse, equitable and inclusive retention and recruiting. Our retention efforts include promoting key areas: an inclusive culture and policies, career opportunities and professional development for all associates, mentorship and sponsorship, and our Global Business Resource Groups. Our recruiting efforts include talent attraction, diverse candidate slates and manager anti-bias workshops.

Nielsen is committed to reflecting the diversity of the clients, communities and markets we measure within our own workforce. We exist to count everyone and we embed inclusion and diversity into all aspects of our workforce, measurement and products. We are proud to be an Equal Opportunity/Affirmative Action-Employer, making decisions without regard to race, color, religion, gender, gender identity or expression, sexual orientation, national origin, genetics, disability status, age, marital status, protected veteran status or any other protected class. Our global non-discrimination policy covers these protected classes in every market in which we do business worldwide

Section 172(1) Statement

The directors of the Company have at all times throughout the year under review (and at all other relevant times) acted in a way that they considered, in good faith, to be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so had regard, amongst other matters, to:

- the likely consequences of any decision in the long term;
- the interests of the Company's employees;
- the need to foster the Company's business relationships with suppliers, customers and others;
- the impact of the Company's operations on the community and the environment;
- the desirability of the Company maintaining a reputation for high standards of business conduct; and
- the need to act fairly as between members of the Company.

The directors also took into account the views and interests of a wider set of stakeholders, including our customers, employees, suppliers, shareholders and creditors. Considering this broad range of interests is an important part of the way the Board makes decisions, although depending on the matter in question, the relevance of different stakeholder interests and other factors will inevitably vary and the Board may have to make decisions based on competing priorities, which means in balancing those different perspectives it won't always be possible to deliver everyone's desired outcome.

On appointment to the Board, the directors are provided with a new director orientation program coordinated by the Chief Legal and Corporate Affairs Officer and the Company Secretary. This includes a briefing on the directors' statutory duties as well as meetings with key members of management and other opportunities to meet key stakeholders as described in more detail below.

How does the Board engage with stakeholders?

The Board will sometimes engage directly with certain stakeholders on certain issues, but the size and distribution of our stakeholders and of the Company means that stakeholder engagement often takes place at an operational level. The Board considers and discusses information from across the organization to help it understand the impact of the Company's operations, and the interests and views of our key stakeholders. It also reviews strategy, financial and operational performance, as well as information covering areas such as key risks, and legal and regulatory compliance and reputational issues. This information is provided to the Board through reports sent in advance of each Board meeting, and through in-person presentations which seek to highlight any key stakeholder groups that are impacted by any particular actions. As a result of these activities, the Board has an overview of engagement with stakeholders, and other relevant factors, which enables the Directors to comply with their legal duty under section 172 of the Companies Act 2006.

What training has the Board received on the importance of stakeholder considerations in its decision-making?

The relevance of stakeholder considerations in the context of its decision-making has been brought to the Board's attention by the Chief Legal and Corporate Affairs Officer and the Company Secretary. The Board recognises the need to review regularly the identity of our stakeholders as it makes decisions on behalf of Nielsen.

The Company has in place the following framework to ensure directors have regard to our key stakeholders and those other matters referenced in section 172(1) in their decision making:

Stakeholder Group	How we engage	Why we engage	What matters to this group?	Key Decisions
Customers / Clients	Our CEO regularly engages with our key customers and our Board receives updates on customer renewals, customer sentiment and feedback through regular updates and briefing materials from senior management. We engage and participate with a number of clients and other third-party organizations through a variety of committees. These committees advise our relevant business units on industry issues and concerns, provide insight on technological advances and help us improve the utility of our data as industry currency.	We provide customers with a comprehensive understanding of what consumers watch and what they buy and how those choices intersect. We work with customers to ensure they fully understand our commitment to legal and ethical business practices in advance of and during our relationship.	• Product range, price and quality • Convenience and accessibility • Customer service • Fair marketing • Responsible use of personal data • Environmental, Social and Governance ("ESG") • Purchasing from a company that conducts business in a legal and ethical manner.	Since the Board's determination to move forward with the separation of the Global Connect business, we have focused intently on ensuring that the separation resulted in maximum value for shareholders. In November 2020, the Board concluded that the sale of Connect to affiliates of Advent International would deliver substantial value sooner than anticipated with the planned spin-off and create certainty for all stakeholders. We closed on this transaction in March 2021. Additionally, the proceeds from the sale allowed Nielsen to significantly reduce debt, which provides greater financial flexibility to execute the Company's growth strategy and expand its role in the global media marketplace. This allows us to move forward with a singular focus on media products and services.

Employees	Our Compensation and Talent Committee reviews, assesses and makes recommendations to the Board and management regarding Company's key human capital management strategies and programs, including talent development and employee experience, diversity, equity and inclusion and employee wellness and engagement. Our Board has invited our executive leaders of our businesses to Board meetings to present the state of the business. Our Integrity Program encourages associates to Speak Up about any concerns of misconduct without fear of retaliation. Tools include a telephone, web helpline and email addresses.	Our success and ability to grow is dependent, in part, on our ability to hire, retain and engage sufficient numbers of talented people, with the increasingly diverse skills needed to serve clients and expand our business, in many locations around the world.	• Fair employment • Fair pay and benefits • Diversity, equity and inclusion • Training, development and career opportunities • Health and safety • Responsible use of personal data • ESG	Over the last year, the Board oversaw management's COVID-19 response strategy, which focused on actions to prioritize the health and well-being of our colleagues and the communities in which we operate. In recognition of the growing importance of broad human capital management topics and the Board's role in overseeing these related initiatives, we recently modified the Compensation Committee charter to formalize the Committee's expanded mandate to oversee initiatives related to diversity, equity and inclusion and human capital management. The Committee has been renamed the Compensation and Talent Committee.

Suppliers	Our CEO and members of senior management regularly meet with key suppliers. Suppliers must demonstrate that they operate in accordance with recognised standards that uphold human rights and safety, prohibit modern slavery and promote sustainable sourcing. Our Nomination & Corporate Governance Committee and Board annually reviews and approves our statement pursuant to the Modern Slavery Act 2015. Our Supplier Code of Conduct conveys our expectations for our suppliers. This Supplier Code is referenced in all new purchase orders and contracts. While we recognize that there are different legal and cultural environments in which our suppliers operate, our Supplier Code of Conduct sets forth basic requirements that all of our suppliers must meet. We engage with strategic suppliers through a regularly scheduled business review and scorecard process.	We need to maintain relationships with suppliers and manufacturers worldwide who can meet our high standards.	• Fair trading and payment terms • Anti-bribery and corruption • Ethics and slavery • ESG • Diversity and inclusion	Our Nomination and Corporate Governance Committee and Board reviewed and approved our statement pursuant to the Modern Slavery Act 2015.

	This review process addresses supplier performance on operational metrics, financial health, diversity and sustainability, among other measures. We define the "strategic suppliers" who participate in this process as suppliers who are critical to our core business. Taken together, these suppliers typically encompass the largest percentage of our annual spend.			
Shareholders	Senior management participates in formal industry conferences, one-on-one investor meetings and non-deal roadshows. Our Board Chairperson along with investor relations participated in conference calls and in-person meetings with top shareholders representing 30% of shares collectively outstanding.	We view engagement with our shareholders as central to Nielsen's success as it helps inform our strategic initiatives and corporate governance matters.	• Strategy • Revenue growth and profitability • Capital allocation • Corporate governance • Transparency • Access to senior leadership and/or the Board • ESG	Since the Board's determination to move forward with the separation of the Global Connect business, we have focused intently on ensuring that the separation resulted in maximum value for shareholders. In November 2020, the Board concluded that the sale of Connect to affiliates of Advent International would deliver substantial value sooner than anticipated with the planned spin-off and create certainty for all stakeholders. We closed on this transaction in March 2021. Additionally, the proceeds from the sale allowed Nielsen to significantly reduce debt, which provides greater financial flexibility to execute the Company's growth strategy and expand its role in the global media marketplace.

Creditors	Our Finance Committee reviews strategic and operational plans and advises the Board on major transactions, the Company's annual and long-term financial plans and the Company's capital spending plans. Our Finance Committee reviews capital structure and advises the Board on the Company's capital structure, including potential issuances of debt and equity securities, credit agreements, and other financing transactions. Senior management periodically meets with key creditors in person or via conference calls, and has hosted multi- participant meetings. Through our investor relations and treasury functions, we respond, as appropriate, to inbound inquiries from both debt analysts and key creditors.	As an issuer of debt, it is important that we have access to the various debt markets and on reasonable terms at all times. This allows Nielsen to fund growth initiatives including capital expenditures and potential acquisitions, and provides the company with appropriate liquidity cushions through the economic cycle.	• Cash Flow • Revenue growth and profitability • Capital allocation • Interest rates and financial leverage	The Board concluded that the sale of Connect to affiliates of Advent International would deliver substantial value sooner than anticipated with the planned spin-off and create certainty for all stakeholders. We closed on this transaction in March 2021. Additionally, the proceeds from the sale allowed Nielsen to significantly reduce debt. In May 2020 the Board established a Finance Committee, to formalize oversight for Nielsen's strategic and operational plans and for Nielsen's capital allocation strategy. Our Finance Committee also played a key role in oversight of the sale of our Connect business.

Communities	Our Environmental, Social & Governance (ESG) strategy at Nielsen includes all ESG issues that affect our business, operations, and all internal and external stakeholders. The Nomination and Corporate Governance Committee oversees the Company's strategy and initiatives to evaluate and measure our performance with respect to the advancement of ESG issues. We mobilize our data, expertise and time to positively impact our communities and ensure every voice counts. We regularly volunteer and donate pro bono data to non-profit organizations around the globe in an effort to make a tangible difference in our communities. We have focused our efforts in the priority areas of hunger and nutrition, education, technology and diversity, equity and inclusion.	We engage to give back to the community. Through responsible, sustainable business practices and our commitment to giving back, we aim to care for the communities and markets where we live and operate our business.	• Hunger and nutrition • Education • Technology • Diversity, equity & inclusion	Over the last year, the Nomination and Corporate Governance Committee oversaw management's ESG response, including community response to COVID-19 (such as a virtual volunteering campaign and pro bono support) and the publication of the 2020 Nielsen Global Responsibility Report.

Consumers	Our field and membership representatives and retail auditors visit panelists' homes and local stores worldwide to collect data. We are committed to acting in the best interest of those consumers, especially in terms of protecting the privacy and security of their information.	We have extensive contact with individuals and families all over the globe in order to collect data to better understand consumer behavior.	• Privacy and security	

For and on behalf of the Board

David Kenny

Chief Executive Officer/Director
9 April 2021

DIRECTORS' REPORT

The directors present their annual report together with the audited financial statements of the Group and the Company for the year ended 31 December 2020.

The Company

Nielsen is incorporated in England as a public company limited by shares and its registered office is located at Nielsen House, John Smith Drive, Oxford, Oxfordshire, OX4 2WB, United Kingdom.

Directors

The following list represents the directors of Nielsen Holdings plc during the years ended 31 December 2019 and 31 December 2020:

- David Kenny (Chief Executive Officer) Director
- James A. Attwood Jr. (Chairman)
- Thomas H. Castro (non-executive director) (Appointed 13 February 2020)
- Guerrino De Luca (non-executive director)
- Karen Hoguet (non-executive director)
- Harish Manwani (non-executive director)
- Janice Marinelli Mazza (non-executive director) (Appointed 13 February 2020)
- Jonathan Miller (non-executive director) (Appointed July 13, 2020)
- Robert Pozen (non-executive director)
- David Rawlinson (non-executive director; no longer a director effective March 5, 2021)
- Nancy Tellem (non-executive director) (Appointed 18 December 2019)
- Javier Teruel (non-executive director)
- Lauren Zalaznick (non-executive director)

The Company's Nomination and Corporate Governance Committee will recommend to the Board director nominees to be elected by the shareholders at the Company's Annual General Meeting. Each current director has signed an appointment letter when he/she was appointed. The Company's articles of association state that directors shall be indemnified out of the assets of the Company against claims from third parties in respect of certain liabilities and each director has entered into an indemnification agreement with the Company. The Company also purchased and maintained through the year directors' and officers' liability insurance.

Corporate Governance Arrangements

As a New York Stock Exchange ("NYSE") listed company, we measured ourselves against the corporate governance continued listing standards set forth in the NYSE Listed Company Manual (the "NYSE Listing Standards") in 2020. Copies of the NYSE Listing Standards and related guidance are available on the NYSE's website at www.nyse.com.We are pleased to confirm that we complied with all the provisions applicable to us set out in the NYSE Listing Standards for the period under review. To keep this report concise, we have focused on the key governance issues only. Our compliance with key areas of the NYSE Listing Standards are summarised below.

Board Committees and Charters

Our Board has established an Audit Committee, a Compensation and Talent Committee. Nomination and Corporate Governance Committee comprised in each case of three or more directors, each of whom is considered to be fully independent under the NYSE independence standards and our Corporate Governance Guidelines. The Board has adopted a written charter for each of these committees reflecting the required duties outlined in the NYSE Listing Standards. Our Board has also established a Finance Committee. Our committee charters are available on our website at www.nielsen.com/investors under Governance Documents.

Corporate Governance Guidelines

Our commitment to corporate governance is reflected in our Corporate Governance Guidelines, which describe the Board's views on a wide range of governance topics, and reflect the requirements of the NYSE Listing Standards. Our corporate governance guidelines and other corporate governance information are available on our website at www.nielsen.com/investors under Governance Documents.

Director Independence

The Board affirmatively determined that, except for David Kenny, Nielsen's CEO, and David Rawlinson, CEO of Nielsen Global Connect, each of our directors is independent under Section 303A.02 of the NYSE Listing Standards and under our Corporate Governance Guidelines for purposes of board service. In addition, the Board affirmatively determined that, as stated above, the Audit Committee, the Compensation and Talent Committee, and the Nomination and Corporate Governance Committee members are fully independent under the NYSE independence standards specifically applicable to such committees. The Group has taken out insurance to indemnify the directors of the company against third party proceedings while serving on the board of the company and any subsidiary. This coverage indemnifies all employees of the Company who serve as directors of our subsidiaries. These indemnity policies subsisted throughout the year and remain in place at the date of this report. More information about the Board is available on pages 67-88.

Executive Sessions

Pursuant to our Corporate Governance Guidelines, to ensure free and open discussion and communication, our independent directors meet in executive session, with no members of management present, at every regularly scheduled Board meeting. Our Board Chairperson leads these meetings, which enable our independent directors to discuss matters such as strategy, CEO and senior management performance and compensation, succession planning and board composition and effectiveness. During 2020, our independent directors met ten times in executive session.

Board and Committee Evaluations

Our Nomination and Corporate Governance Committee develops and oversees the evaluation process to ensure that the full Board and each committee conducts an assessment of its and its members' performance and functioning and solicits feedback for enhancement and improvement. For 2020, our Nomination and Corporate Governance Committee conducted annual evaluations of the Board and each of its committees through the use of a written questionnaire. The Nomination and Corporate Governance Committee periodically reviews the format of the evaluation process, including whether to utilize a third-party facilitator, to ensure that actionable feedback is solicited on the operation and effectiveness of the Board, Board committees and director performance.

Communications With Directors

Any interested party who would like to communicate with, or otherwise make his or her concerns known directly to, the Chairperson of the Board or the Chairperson of any of the Audit Committee, Nomination and Corporate Governance Committee, Compensation and Talent Committee or Finance Committee or to other directors, including the non-management or independent directors, individually or as a group, may do so by addressing such communications or concerns to the Company Secretary at companysecretary@nielsen.com or 85 Broad Street, New York, NY 10004. Such communications may be submitted confidentially or anonymously. The Company Secretary will forward communications received to the appropriate party as necessary and appropriate. Additional contact information is available on our website, www.nielsen.com/investors, under Contact Us.

Code of Ethics

We maintain a Code of Conduct, which is applicable to all of our directors, officers and employees, including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. The Code of Conduct, which was updated in 2018, sets forth our policies and expectations on a number of topics, including conflicts of interest, compliance with laws and ethical conduct. Our Code of Conduct is available on our website at www.nielsen.com/investors under Governance Documents. The Company will promptly disclose to our shareholders, if required by applicable laws or stock exchange requirements, any amendments to or waivers from the Code of Conduct applicable to our directors or officers by posting such information on our website at www.nielsen.com/investors.

Related Party Transactions

We have adopted a written Related Person Transaction Policy which requires that all Related Person Transactions (defined as all transactions that would be required to be disclosed pursuant to applicable U.S. federal securities laws in which the Company was or is to be a participant and the amount involved exceeds $120,000 and in which any Related Person (defined pursuant to applicable U.S. federal securities laws) will have a direct or indirect material interest) be approved or ratified by a committee of the Board composed solely of independent directors who are disinterested or by the disinterested members of the Board. All transactions requiring approval during 2020 were approved in accordance with this policy.

Share Ownership Guidelines

In June 2011, our Board adopted share ownership guidelines, pursuant to which our directors who receive fees for their services are required to maintain equity ownership in Nielsen. The share ownership guidelines for our Executive Directors are six times their base salary and for our Non-Executive Directors is five times their annual fees (including Board Retainer, Board Chairperson, and Committee Chairperson Fees). Shares beneficially owned by these directors, including vested DSUs and jointly-owned shares, unvested DSUs, and unvested RSUs in the case of our Executive Directors, are included in the calculation. These directors are expected to meet the guidelines within five years from the later of the adoption of the guidelines or their appointment as a director or the commencement of the receipt of director fees. A director may not sell or dispose of shares for cash unless the share ownership guidelines are satisfied. The share ownership guidelines are reviewed annually.

Annual Re-election of Directors and Ongoing Board Succession Planning

In considering whether to recommend nomination or re-nomination of each of our directors for election at the Annual Meeting, our Nomination and Corporate Governance Committee reviews the experience, qualifications, attributes and skills of our current directors to determine the extent to which those qualities continue to enable our Board to satisfy its oversight responsibilities effectively in light of our evolving business.

The Nomination and Corporate Governance Committee also considers succession planning for roles such as Board and committee chairpersons for purposes of continuity and to maintain relevant expertise and depth of experience.

Dividends

On 4 February 2021, Nielsen's board resolved to pay an interim cash dividend of $0.06 per ordinary share. The dividend was paid on 18 March 2021 to those members on the register of members at the close of business on 4 March 2021. Any decision to declare and pay interim dividends in the future will be made at the discretion of the board of directors and will be subject to the board's continuing determination that the dividends policy and the declaration of dividends thereunder are in the best interest of Nielsen's shareholders, and are in compliance with all laws and agreements to which Nielsen is subject.

Equity

The Company has a single class of share which is divided into Ordinary Shares of €0.07 cent each. Each Ordinary Share carries one vote. As at the date of this report, 356.2 million of ordinary shares of €0.07 cent each had been issued which are fully paid up. Further details on share capital are set out in Note 17 to the consolidated financial statements and Note 6 to the parent Company financial statements. Pursuant to an authority passed on 12 May 2020, the directors of the Company are authorized to allot shares in the Company, or to grant rights to subscribe for or to convert or exchange any security into shares in the Company up to an aggregate nominal amount (i.e., par value) of €8,317,758.21 million (which represents an amount that is approximately equal to one-third of the aggregate nominal value of the issued share capital of the Company as of 20 March 2020). The Company is seeking annual renewal of this authority at its 2021 Annual Meeting, at which the Company will also seek authority to exclude preemptive rights in respect of such issuances for the same period of time.

The rights, including those relating to voting, obligations and any restrictions on transfer relating to the Company's Ordinary Shares, as well as the powers of the Company's directors, are set out in the Company's Articles of Association. Any amendments to the Company's Articles of Association must be approved by the Company's shareholders by special resolution in accordance with the Companies Act 2006.

Restrictions on share transfers

There are no restrictions on the transfer of Ordinary Shares in the capital of the Company other than certain restrictions which may from time to time be imposed by law. The Company is not aware of any agreements between shareholders that may result in restrictions on the transfer of securities or on voting rights.

Acquisition of Own Shares

Nielsen approved a share repurchase program of the Company's ordinary shares of €0.07 each in our ordinary shares, as included in the below table, for up to a maximum consideration of $2 billion. The primary purpose of the program is to return value to shareholders and to mitigate dilution from our equity compensation plans.

Board Approval		Share Repurchase Authorization ($ in millions)
25 July 2013	$	500
23 October 2014		1,000
11 December 2015		500
Total Share Repurchase Authorization	$	2,000

Repurchases under these plans are made in accordance with applicable U.S. securities laws from time to time in the open market or otherwise depending on our evaluation of market conditions and other factors. This program has been executed within the limitations of the existing authority granted at our General Meeting of Shareholders held on 6 August 2015 and which has been extended by the authority approved by Nielsen's shareholders at its annual general meeting of shareholders held on 12 May, 2020, which authority will expire on 12 May 2025. As of 31 December 2020, there have been 39,426,521 shares of our ordinary shares purchased (with an aggregate nominal value of €2,759,856 and representing 11.0% of shares in issue). The total consideration paid for such repurchases under this program is approximately $1,772 million with an average price of $44.95 paid per share. There were no shares repurchased for the years ended 31 December 2020 and 2019, respectively.

Financial Risk Management

For details on the financial risks the Nielsen Group is exposed to and the Group's financial risk management objectives and policies, please refer to Note 13 "Financial Risk Management" of the "Notes to the Consolidated Financial Statements" in this Annual Report.

Substantial shareholdings

The Company has been notified of the following significant interest in its Ordinary Shares as at 31 December 2020:

	Shares	% Outstanding
The Vanguard Group, Inc.	44,951,490	12.56%
The Windacre Partnership, LLC	35,205,300	9.83%
Fidelity Management & Research Company	32,993,276	9.22%
Clarkston Capital Partners, LLC	21,428,184	5.99%

Employees

For information on the Nielsen Group's policies on diversity, employment of disabled person and employee involvement in the Company and its business, please refer to the Strategic Report.

Auditor

The consolidated financial statements of the Group and the Company's financial statements included in this Annual Report have been audited by Ernst & Young LLP, an independent registered public accounting firm. In accordance with section 489 of the Companies Act 2006, a resolution is to be proposed at the Annual General Meeting for the reappointment of Ernst & Young LLP as auditor of the Company. For details of audit and non-audit fees paid to Ernst & Young LLP please refer to Note 23 (Additional Financial Information) of the "Notes to the Consolidated Financial Statements" in this Annual Report.

Political Donations

No political donations were made by the Company during the current or prior year.

Greenhouse Gas Emissions

Nielsen, formerly a Dutch company, is an S&P 500 company, with operations in over 90 countries, covering more than 90% of the world's population. As a Dutch company, Nielsen was not required to report on its greenhouse gas (GHG) emissions and, given the Company's global footprint, it is not possible to gather accurate and complete information for historical periods. As part of the Company's re-domiciliation to the United Kingdom in August 2015, and as noted in previous public reporting, Nielsen established a plan to put in place a formal program of monitoring and reporting its GHG emissions in North America in 2015, adding Latin America for the 2016 reporting period, its GHG emissions in Europe for the 2017 reporting period, and its GHG emissions across the Rest of Nielsen (Middle East, Africa and Asia Pacific) for the 2018 reporting period. With the reporting coverage expansion concluding in 2018, Nielsen is now able to report on its full Scope 1 and Scope 2 GHG emissions across our global portfolio on the basis described below.

On 31 October 2020, Nielsen entered into an agreement to sell its Global Connect business to affiliates of Advent International Corporation (the "Connect Transaction"), for $2.7 billion in cash, subject to adjustments based on closing levels of cash, indebtedness, debt-like items and working capital, and a warrant to purchase equity interests in the company that will own the Global Connect business. The Connect Transaction was unanimously approved by the Company's Board of Directors and was approved by the Company's shareholders at a special meeting on 11 February 2021. The Connect Transaction closed on 5 March 2021. The Nielsen Global Media business continues to be domiciled in the UK. With the disposal completed in 2021, our 2020 operations and data continue to be representative of the whole company, Connect & Media combined. Thus, our 2020 UK GHG emission report is still reflective of global data, and not on the future Media sites only. Nielsen has adopted the Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard (Revised Edition) to report on the Company's GHG emissions and energy combustion data.

In 2018, Nielsen on-boarded a new tool for emission calculation named Portfolio Environmental & Energy Reporting System (PEERS). PEERS is a proprietary energy management tool developed by Nielsen's global real estate services provider, Jones Lang LaSalle (JLL), to capture, analyze and report energy data. A third-party utility bill processor (ProKarma) was retained to enter utility bill data into a database which is electronically conveyed from ProKarma into PEERS. Landlord data based on whole-building consumption is adjusted to reflect Nielsen's percentage of building square footage, and is then entered manually into PEERS.

<u>Nielsen's Data Collection Methodology (PEERS)</u>

In order to properly align energy use to the timing of weather and site operations, PEERS translates (i.e., normalizes) reported consumption that is reflected in utility bills to the start and the close of each month. To normalize consumption, PEERS divides the billed consumption by the number of days in the billing period to determine the average daily consumption. The daily average is then multiplied against the number of days in each month that the bill straddles in order to arrive at the portion of the consumption that should be assigned to each month. In most cases, this approach results in two successive utility bills providing consumption data for one calendar month; care is taken to avoid accidentally double-counting emissions across multiple months. All work continues to be done in accordance with the Greenhouse Gas Protocol.

Change in reporting methodology starting 2019 data

In order to gain a more comprehensive and complete view of Nielsen's global emissions, while also acknowledging the data accessibility challenges, we changed the methodology with our 2019 reporting. Using the PEERS tool, all gaps in the data that impact complete coverage of Nielsen facilities' emission tracking, are bridged through estimates. These estimates are applicable to all sites with any missing or unavailable data, to represent a full year's coverage. While we continue reporting on the actual vs. estimated split, with the estimate added, Nielsen's scope emissions now represent 100% of our global square footage portfolio.

More details on PEERS and estimate methodology have been provided in the Notes section below.

<u>Additional information on the data reported</u>

The data contained in the tables below represents Nielsen's GHG emissions from the company's buildings within the global footprint for which it has coverage.

The data in the following table shows actual consumption of resources in Nielsen offices starting 1 January 2020 to 31 December 2020, with estimates used where needed to bridge any missing days for 2020. While Nielsen's GHG reporting year runs from January to December, the timing for this report restricts the Company's ability to include complete data for the entire year. As a result, Nielsen's GHG reporting period reflected in this report is different from the financial reporting period. In order to provide a complete picture of its footprint for its stakeholders once all data is available, Nielsen publishes its full-year GHG emissions each spring in its annual update of its Nielsen Global Environmental Policy & Guidelines Across Functions document, which is available publicly. Nielsen also reports its historical environmental sustainability data, including GHG emissions, in its Nielsen Global Responsibility Report, published once every two years and aligned with the Global Reporting Initiative (GRI) Standards; the last one was published in Q2 2020. All GHG emissions data, reported here and elsewhere, is verified by a third-party, Apex Companies, LLC (formerly known as Bureau Veritas North America (BVNA)).

To ensure accurate and clear representation of the methodology in our data coverage, the Company provides two views of the data. First, a breakdown of the total scope data between UK-based and Non UK-based emissions; and second, a regional breakdown of the scope numbers. The latter is provided in the Appendix section.

For all data reported, Nielsen's preferred intensity measure is full-time employees (FTEs).

Nielsen's 2020 Greenhouse Gas Emission Data

Table 1: 2020 Overall GHG data, covering January 1 through 31 December 2020

	Total Emissions (metric tonnes CO2e)	UK - based emissions (% proportion)
Scope 1 emissions	6,008	3%
Scope 2 emissions (Location-based)	37,586	1%
Scope 2 emissions (Market-based)	39,332	1%
Total Scope 1 + Scope 2 emissions (Location-based)	43,594	1%
Total Scope 1 + Scope 2 (Location-based) intensity ratio (emissions reported above normalized to metric tons CO2e per FTE)	1.02	

All data reflects rounded figures.
Totals represent 100% of Nielsen's total global square footage (Global Portfolio sq ft = 5,134,972).

Table 2: 2020 Overall Energy Consumption data, covering January 1 through 31 December 2020
UK & Non-UK Data

	Energy Combustion (kWh)	UK-based Energy Combustion (% proportion)
Direct energy combustion[1]	33,145,909	3%
Indirect energy combustion[2]	85,997,151	1%
Total Energy Combustion (Direct + Indirect Energy Consumption)	119,143,060	2%

[1]Energy consumption from combustion of fuel and operation of facilities
[2]Energy consumption from purchased electricity, heat, steam or cooling

All data reflects rounded figures.
Totals represent 100% of Nielsen's total global square footage (Global Portfolio sq ft = 5,134,972).
Please see the Appendix for data breakdowns at the regional level. Nielsen has also included its 2019 global and regional GHG emissions reported as part of its UK Annual report in 2020. Also included are the final emissions representing the full financial year, which were released as part of Nielsen's Environmental Policy & Guidelines Across Functions document in May 2020.

Notes:

1. To expand on the explanation provided above, the methodology used to collect this data through Nielsen's third-party tool, PEERS, is as follows: PEERS receives all bill line items including service dates, consumption, and cost. The consumption and cost data for all sites, plus the location-based emissions for U.S. based sites, are exported from PEERS and inserted into a GHG reporting spreadsheet. Estimates are then generated for missing data and included in the spreadsheet to produce a complete 12 month consumption and cost profile for each site. Market-based emission factors are identified and applied where applicable, and location-based emission factors are identified and applied for all international sites.

2. Regarding the estimates, for sites with partially missing data, the estimates are based on prior year consumption/usage and the cost for the applicable month or average of surrounding months, where available. For sites where data on a metric is unavailable, CBECS national averages for 'Administrative or Professional Offices' have been used for approximate energy intensity of fuels within Scope 1 and electricity consumption within Scope 2.

3. The data gathered are converted to CO2e emissions using emission factors from the following sources in order of preference: 1) Federal Register EPA; 40 CFR Part 98 (Scope 1 factors) 2) Environmental Protection Agency eGrid2016 dataset (North America Scope 2 location-based factors); 3) International Energy Agency (IEA) 2018 dataset (sites outside of North America for Scope 2 location-based factors); 4) 2017 Green-e-Residual Mixes (North America sites for market-based factors); and 5) 2018 AIB European Residual Mix (European sites Scope 2 market-based factors).

4. The Scope 1, Scope 2 and Energy Combustion data contained in this table has been independently verified by Apex Companies, LLC (formerly known as Bureau Veritas North America (BVNA)).

5. For the purposes of the regional breakdowns set out in the notes below and in the Appendix, the Company has defined "Rest of Nielsen" (RON) as the rest of the world where it has a physical office presence. These countries include, in alphabetical order: Africa, Algeria, Australia, Bahrain, Bangladesh, Cameroon, Chinese Taipei, Egypt, Ghana, Hong Kong (China), India, Indonesia, Israel, Japan, Jordan, Kenya, Korea, Kuwait, Lebanon, Malaysia, Morocco, Myanmar, Nepal, New Zealand, Nigeria, Oman, Viet Nam, Pakistan, People's Republic of China, Philippines, Qatar, Saudi Arabia, Singapore, South Africa, Sri Lanka, Thailand, Tunisia, United Arab Emirates and United Republic of Tanzania.

6. Scope 1 emissions: The GHG Protocol definition of Scope 1 includes all direct greenhouse gas (GHG) emissions; direct GHG emissions come from sources owned or controlled by the reporting entity. For Nielsen, this includes generator fuel (diesel and gasoline) and natural gas. Stationary combustion factors for all sites came from the 2018 International Energy Agency (IEA) dataset. In 2020, Nielsen's Scope 1 emissions totalled-
    - 528 Metric Tons of CO2e for Latin America

- 1,730 Metric Tons of CO_2e for North America
- 1,778 Metric Tons of CO_2e for Europe
- 1,972 Metric Tons of CO_2e for RON.

7. Scope 2 emissions: The GHG Protocol definition of Scope 2 includes all indirect greenhouse gas (GHG) emissions from consumption of purchased electricity, heat or steam; indirect GHG emissions are a consequence of the activities of the reporting entity, but occur at sources owned or controlled by another entity. For Nielsen, this includes purchased electricity for location-based data. The United States uses the 2016 e-Grid dataset for location-based calculations. All Latin American countries use IEA factors (reference: 2018 edition of the IEA factors for CO_2 emissions from fuel combustion). Scope 2 emissions also include purchased electricity for market-based data. Nielsen has used the Scope 2 Quality Criteria from the GHG Protocol for market-based data; regionally, the United States and Canada use factors provided by GreenE, and European sites use the European Residual Mix factors provided by AIB. For all other Nielsen countries (Latin American countries and "Rest of Nielsen" countries), market-based factors are not available; in these cases, location-based factors are used for all Scope 2 calculations. Thus, countries in Latin America and "Rest of Nielsen" use IEA factors (reference: 2018 edition of the IEA factors for CO_2 emissions from fuel combustion). Emissions are calculated and normalized to CO_2 equivalent (CO_2e) using Global Warming Potentials (reference: Intergovernmental Panel on Climate Change (IPCC), Fourth Assessment Report (AR4), 2007).

    - Location-based Scope 2 emissions for Latin America totalled 1,474 Metric Tons of CO_2e.
    - Market-based Scope 2 emissions for Latin America totalled 1,474 Metric Tons of CO_2e.
    - Location-based Scope 2 emissions for North America totalled 15,496 Metric Tons of CO_2e.
    - Market-based Scope 2 emissions for North America totalled 15,507 Metric Tons of CO_2e.
    - Location-based Scope 2 emissions for Europe totalled 7,798 Metric Tons of CO_2e.
    - Market-based Scope 2 emissions for Europe totalled 9,532 Metric Tons of CO_2e.
    - Location-based Scope 2 emissions for Rest of Nielsen totalled 12,819 Metric Tons of CO_2e.
    - Market-based Scope 2 emissions for Rest of Nielsen totalled 12,819 Metric Tons of CO_2e.

8. FTE figures used relate to all Nielsen regions (North America, Latin America, Europe and Rest of Nielsen.)
    - The Scope 1 intensity ratio was 0.1 (emissions reported above normalized to metric tons CO_2-e per FTE for all Nielsen regions).
    - The Scope 2 intensity ratio for location-based was 0.9 (emissions reported above normalized to metric tons CO_2-e per FTE for all Nielsen regions).
    - The Scope 2 intensity ratio for market-based was 0.9 (emissions reported above normalized to metric tons CO_2-e per FTE for all Nielsen regions).

9. Nielsen has provided its 2019 scope numbers in the Appendix for historical consistency, along with its 2020 regional breakdown and coverage. For 2019, Table 1 & 2 show the data reported in its UK Annual Report; Table 3 represents Nielsen's final emissions for the financial year as reported in our 2020 Environmental Policy & Guidelines Across Functions document (representing final 2019 data).

Nielsen's 2020 Energy Efficiency Initiatives

Facility-based efforts
What did we do
Nielsen's Real Estate team has continued to investigate energy consumption reduction and cost reduction opportunities across our facilities.
How did we do it
Nielsen's standard facility-based practice is to engage and collaborate with our suppliers to improve our overall environmental performance including HVAC efficiencies and LEDs (Light Emitting Diode).

Between 2019 and 2020-

- Multiple Nielsen offices across the global portfolio moved towards LED lights in our facilities. Locations included, but were not limited to, UK, Australia, China, Colombia, Chile, Guatemala, Costa Rica and Mexico. This led to an electricity consumption reduction of 175,968 kWh in 2020, as compared to 2019 consumption in those facilities.
- Nielsen's North America offices focused on other efficiencies such as HVAC, and managing the temperature in server rooms, where possible. This led to an electricity consumption reduction of 2,757,655 kWh in 2020, as compared to 2019 consumption in those facilities.

Data Center Efficiencies
What did we do
For greater business alignment and to drive process efficiencies, Nielsen's Infrastructure team has been working on centralization, consolidation and simplification efforts across our different data centers (DC) and server rooms over the last three years.
How did we do it
The effort was executed using the following initiatives: Global footprint reduction of our server rooms, centralization of applications, optimization by removing duplicate systems, DC consolidation and more refresh of older equipment to energy efficient denser capacity equipment. Over 8,000 devices were removed between 2018 and 2020. (*Data Centers are our large warehouse area where we have the biggest and densest set of equipment. Office/Server Room is a setup where in a Nielsen office we have a server room with some network equipment and a few servers.)*

As mentioned, Nielsen's 2020 UK GHG emission report is reflective of data including Nielsen Media and NielsenIQ (formerly known as Nielsen Global Connect) businesses, with our reporting starting 2022 focusing on Media sites only. Thus, through 2021, Nielsen Media is working on establishing a new data baseline across our functions, and is aiming to be in a position in the future to report additional information on our energy efficiency initiatives, including more comprehensive data on energy savings.

APPENDIX – ADDITIONAL GHG EMISSIONS DATA BREAKDOWNS

2020 Greenhouse Gas Emission Data

Table 1: 2020 Regional Breakdown of GHG data

Region	Total (metric tons CO2e)
North America-Scope 1	1,730
North America-Scope 2 (Location-based)	15,496
North America-Scope 2 (Market-based)	15,507
North America-Scope 1 + Scope 2 / FTE (Location-based)	1.8
Europe-Scope 1	1,778
Europe-Scope 2 (Location-based)	7,798
Europe-Scope 2 (Market-based)	9,532
Europe-Scope 1 + Scope 2 / FTE (Location-based)	0.9
Latin America-Scope 1	528
Latin America-Scope 2 (Location-based)	1,474
Latin America-Scope 2 (Market-based)	1,474
Latin America-Scope 1 + Scope 2 / FTE (Location-based)	0.3
Rest of Nielsen-Scope 1	1,972
Rest of Nielsen-Scope 2 (Location-based)	12,819
Rest of Nielsen-Scope 2 (Market-based)	12,819
Rest of Nielsen-Scope 1 + Scope 2 / FTE (Location-based)	0.9

All data reflects rounded figures, and covers 100% of Nielsen's global facility portfolio.

North America portfolio sq ft = 1,907,431
Latin America portfolio sq ft = 464,977
Europe portfolio sq ft = 1,328,535
Rest of Nielsen portfolio sq ft = 1,434,028

2019 Greenhouse Gas Emission Data

Table 1: 2019 Overall GHG data, covering January 1 through 31 December 2019

	Total (metric tons CO2e)	Actual (metric tons CO2e)	Estimate (metric tons CO2e)
Scope 1 emissions	6,711	964	5,747
Scope 2 emissions (Location-based)	48,256	26,260	21,996
Scope 2 emissions (Market-based)	50,400	27,072	23,328
Total Scope 1 + Scope 2 emissions (Location-based)	54,967		
Total Scope 1 + Scope 2 (Location-based) intensity ratio (emissions reported above normalized to metric tons CO2e per FTE)	1.20		

All data reflects rounded figures.
Totals represent 100% of Nielsen's total global square footage (Global Portfolio sq ft = 5,224,928).

Table 2: 2019 Regional Breakdown of GHG data

Region	**Total (metric tons CO2e)**	**Actual**	**Estimates**
North America-Scope 1	2,548	895	1,653
North America-Scope 2 (Location-based)	22,744	17,767	4,977
North America-Scope 2 (Market-based)	22,745	17,765	4,980
North America-Scope 1 + Scope 2 / FTE (Location-based)	2.52		
Europe-Scope 1	1,620	37	1,583
Europe-Scope 2 (Location-based)	6,319	1,955	4,364
Europe-Scope 2 (Market-based)	8,461	2,768	5,693
Europe-Scope 1 + Scope 2 / FTE (Location-based)	0.73		
Latin America-Scope 1	934	32	901
Latin America-Scope 2 (Location-based)	3,922	1,291	2,631
Latin America-Scope 2 (Market-based)	3,922	1,291	2,631
Latin America-Scope 1 + Scope 2 / FTE (Location-based)	0.73		
Rest of Nielsen-Scope 1	1,610	0	1,610

Rest of Nielsen-Scope 2 (Location-based)	15,271	5,247	10,024
Rest of Nielsen-Scope 2 (Market-based)	15,271	5,247	10,024
Rest of Nielsen-Scope 1 + Scope 2 / FTE (Location-based)	0.93		

All data reflects rounded figures, and covers 100% of Nielsen's global facility portfolio.

North America portfolio sq ft = 2,028,884
Latin America portfolio sq ft = 528,930
Europe portfolio sq ft = 1,483,887
Rest of Nielsen portfolio sq ft = 1,183,227

Table 3: 2019 finalized GHG data, reported in Nielsen's Global Environmental Policy & Guidelines Across Functions (covering January 1 through December 31)

All Regions	Metric Tons CO2e
Scope 1	6,782
Scope 2 (Location-based)	49,840
Scope 2 (Market-based)	51,963
Scope 1 + Scope 2 (Location-based)	101,803
Scope 1 + Scope 2 / FTE (Location-based)	2.23

All data reflects rounded figures.
Totals represent 100% of Nielsen's total global square footage (Global Portfolio sq ft = 5,224,928).
Total Nielsen 2019 FTE = 45,670

Disclosure of Relevant Audit Information to the Auditor

Each of the persons who is a director as at the date of this Directors' Report confirms that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the director has taken all the necessary steps in order to make himself or herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

Going Concern

For details on the going concern please see note 1 to the consolidated financial statements.

Post Balance Sheet Events

For details on post balance sheet events please see Note 25 "Subsequent Events" to the consolidated financial statements.

Future Developments

Please refer to the Strategic Report for details of the industry trends, factors affecting our business and the Group's business model and strategy.

For and on behalf of the Board

David Kenny

Chief Executive Officer/Director

9 April 2021

STATEMENT OF DIRECTORS RESPONSIBILITIES

The directors are responsible for preparing the consolidated and parent company financial statements in accordance with applicable United Kingdom law and regulations.

Company law requires the directors to prepare consolidated and parent company financial statements for each financial year.

Under that law, the directors have elected to prepare consolidated and parent financial statements in accordance with International Accounting Standards in conformity with the requirements of the Companies Act 2006 (“IFRS”).

Under Company law the directors must not approve the consolidated or parent company financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the consolidated and parent company and of the profit or loss of the consolidated and parent company for that period.

In preparing the consolidated and parent company financial statements, the directors are required to:

- for the consolidated Group financial statements, present fairly the financial position, financial performance and cash flows of the consolidated Group;
- select suitable accounting policies and then apply them consistently;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- make judgments and accounting estimates that are reasonable and prudent;
- for the consolidated Group financial statements, provide additional disclosures when compliance with the specific requirements in IFRS is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the consolidated Group's financial position and financial performance;
- state whether the consolidated Group financial statements have been prepared in accordance with IFRS subject to any arterial departures disclosed and explained in the financial statements;
- for the parent company financial statements, state whether applicable IFRS standards have been followed, subject to any material departures disclosed and explained in the parent company financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the consolidated and parent company's transactions and disclose with reasonable accuracy at any time the financial position of the consolidated and parent company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the consolidated and parent company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Under applicable laws and regulation the directors are also responsible for preparing the Strategic Report, the Directors’ Report, Directors’ Remuneration Report and financial statements in accordance with the Companies Act 2006.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the U.K. governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Directors’ Remuneration Report

This report sets out the relevant disclosures in relation to Directors’ remuneration for the year ended December 31, 2020. The report has been prepared in accordance with the requirements of the U.K. Large and Medium sized Companies and Groups (Accounts & Reports) (Amendment) Regulations 2013 (the “Regulations”) which apply to the Company. The relevant sections of the report have been audited by Ernst & Young LLP.

For avoidance of doubt please note that in the U.S. the term “compensation” is used instead of “remuneration”.

The Annual Report on Directors’ Compensation is divided into the following sections:

- The Statement from the Compensation and Talent Committee Chairperson; and
- The Annual Report on Directors’ Compensation which sets out Director Compensation for 2020. The Annual Report on Directors’ Compensation together with the statement from the Compensation and Talent Committee Chairperson is subject to an advisory vote at the Annual Meeting.

STATEMENT FROM THE COMPENSATION COMMITTEE CHAIRPERSON

Compensation Philosophy

Executive Directors

Nielsen’s executive compensation program which applies to our Executive Director, David Kenny as CEO, is designed to incentivize and reward the executive team to deliver sustained financial performance and long-term value to shareholders. The primary objectives of Nielsen’s executive compensation program are to:

- attract and retain top executive talent;
- motivate executives to accomplish short-term business performance goals that drive long-term business objectives and deliver sustainable value to shareholders;
- align executive interests and rewards with long-term shareholder value; and
- differentiate rewards based on quantitative assessments of business financial performance and individual contributions towards core objectives.

Non-Executive Directors

Our compensation program for Non-Executive Directors is designed to attract and retain Directors who possess the requisite knowledge, skills, and experience to support and oversee the Company. Our policy is to deliver a substantial portion of Directors’ compensation in the form of Deferred Stock Units (“DSUs”) in order to align rewards to Nielsen’s long-term performance and create shareholder value. A DSU represents an unfunded and unsecured right to receive one Nielsen share following the termination of the Director’s services. Each Director is required to acquire and maintain a threshold level of share ownership. Our share ownership guidelines for Directors are described in more detail on page 67 of this report.

2020 Compensation Program Changes and Highlights

Executive Director Program

Our Directors’ Compensation Policy applies to our Executive Directors, including David Kenny as CEO.

In 2020, 68% of the votes cast at our shareholder meeting affirmed our executive compensation program and, 70% approved our Director’s compensation report on an advisory basis. In addition, 87% approved our Directors’ Compensation Policy on a binding basis when it was last approved in 2018.

Annual Incentive Plan: 2020 COVID-19 Related Adjustments

In April 2020, Nielsen updated financial guidance for 2020 to the investment community. This updated guidance reflected the impact of the COVID-19 pandemic on expected business results.

The Compensation and Talent Committee met in July 2020 and determined not to make any changes to the Annual Incentive Plan (“AIP”) design for 2020; this included leaving the existing targets in the AIP unchanged, despite the revised external guidance. The Compensation and Talent Committee made this decision based on the likelihood of persistent uncertainty through the rest of 2020 in key markets that impact our business and performance. The Compensation and Talent Committee determined that any changes to the AIP could be made in the final evaluation of performance against the original goals for the year, at the end of 2020 when the full extent the impact of the COVID-19 pandemic had on the Company’s 2020 results was known.

In February 2021, the Compensation and Talent Committee met to discuss Nielsen's performance and the Executive Director's individual performance in 2020. The main impact of the COVID-19 to the AIP results was with respect to revenue performance. The Company's 2020 revenue performance was below the AIP Threshold level; however, adjusted EBITDA margin and free cash flow ("FCF") performance results were above Target. As a result of this performance, the Compensation and Talent Committee decided to apply discretion at the end of 2020 although the AIP paid out below target.

The Compensation and Talent Committee determined that management took steps to minimize the impacts of the COVID-19 pandemic on the business – as evidenced by the superior EBITDA margin and free cash flow performance. However, those steps were focused on cost containment and cash/capital preservation; it was not feasible to restore all the revenue lost due to reduced economic activity because of COVID-19 pandemic. The factors attributable to COVID-19 pandemic were outside of management's control and were not indicative of poor management performance or judgment.

The Compensation and Talent Committee utilized a two-step framework to determine how to adjust the final assessment of performance to take the COVID-19 pandemic impact into appropriate account:

1) **Quantitative Assessment**: The Compensation and Talent Committee initially evaluated the Company's financial performance against the original targets in the AIP and the revised targets that were part of Nielsen's operating plan aligned with the Company's externally provided financial guidance.
2) **Qualitative Assessment:** The Compensation and Talent Committee assessed Nielsen's performance in light of the challenges the Company faced, including the impact of the COVID-19 pandemic, the planned separation of the Global Connect and Global Media businesses, and the ongoing transformation of Nielsen's Global Connect and Global Media businesses.

As a result of this performance, the Compensation and Talent Committee decided to apply discretion at the end of 2020 to fund the plan at 93% of target. The Executive Director payout was paid at 88.5%.

Long Term Incentive Plans

The 2018 Long Term Performance Plan ("LTPP") grants that matured on December 31, 2020 paid out at 0% due to our revenue compounded annual growth rate ("CAGR"), relative total shareholder return and Free Cash Flow metrics not meeting the required threshold performance levels.

The Compensation and Talent Committee decided to end the performance period of the 2019 Long Term Performance Plan at the end of 2020 due to the separation of Global Connect business but retained the full three-year period before any PRSUs earned will vest. The performance was evaluated at 37.5% for this plan.

Due to the impending separation of the Global Connect business, the 2020 plan was set with one-year performance targets. The performance for the plan was approved by the Compensation and Talent Committee in February 2021 at 25%. The PRSUs will vest at the end of 2022 for the 2020 plan as per the 3 year vesting schedule.

Changes to the Incentive Plans

The Compensation and Talent Committee set incentive plans consistent with the Company's philosophy and commitment to align with shareholder value, promote meritocracy and ensure good corporate governance. Notable highlights and/or changes made by the Committee are set out in the following table.

Performance Restricted Stock Unit Awards ("PRSUs")

For 2020 because of the impending separation of the Global Connect business, performance was measured against one year targets with an additional two-year hold period before shares would vest at the end of year three. This design was for 2020 only and metrics included:

- Revenue, weighted 50%
- Adjusted Earnings per Share ("EPS"), weighted 50%.

Relative TSR (RTSR) which was a modifier in the 2019 plan was removed from the 2020 plan given the one year performance targets

Metric	2019	2020
Adjusted Earnings Per Share	50%	50%
Revenue CAGR	50%	
Revenue		50%
RTSR	modifier	

Restricted Stock Units ("RSUs")

In March 2020, the grant of service-based RSUs were awarded in line with the timing of the grant of PRSUs.

Annual Incentive Plan ("AIP") [update]

Revenue and Adjusted EBITDA % were measured in combination with total weight of 70%. Free cash flow was a performance metric in 2020 with a 30% weighting. The 2020 metrics and weightings as compared to 2019 are outlined below:

<table>
<tr><th>Metric</th><th>2019</th><th>2020</th></tr>
<tr><td>Adjusted EBITDA Margin</td><td rowspan="2">70% combined</td><td rowspan="2">70% combined</td></tr>
<tr><td>Revenue</td></tr>
<tr><td>FCF</td><td>30%</td><td>30%</td></tr>
</table>

We are confident that the compensation program for Nielsen's Executive Director is consistent with our philosophy to motivate achievement of annual performance goals that drive long-term business objectives and deliver sustainable long-term value to our shareholders. We will continue to monitor the design and effectiveness of our executive compensation program annually, solicit shareholder feedback on our practices, and make modifications as appropriate.

Non-Executive Director Program

In 2020, Nielsen's Board of Directors formed a new Finance Committee. The Committee Chairperson is to receive a fee of $20,000 however Mr. Attwood who currently serves as the Committee Chairperson waived this fee and instead received a fee of $1.

New Director Compensation Policy

A new Executive Director Compensation Policy was drafted which the Committee will put for the shareholder approval. As compared to the 2018 policy, the following changes have been made:

- The introduction of performance stock options used for new hire and other one-time awards;
- The performance metrics for the Annual Incentive Plan and Performance Restricted Stock Units have been amended as compared to the 2018 policy:
- For the Annual Incentive Plan, the metrics for 2018 AIP were adjusted EBITDA with 75% weighting and revenue with 25% weighting. For 2021, the metrics are organic revenue (35% weighting), adjusted EBITDA margin (30% weighting), and free cash flow (35% weighting); and
- For the Performance Restricted Stock Units, the 2018 plan metrics were three-year cumulative free cash flow (50%), relative total shareholder return (25%) and three-year revenue CAGR (25%). For 2021, the metrics are three-year average organic revenue growth rate (50%) and three-year cumulative free cash flow/ EBITDA conversion (50%) with a relative total shareholder return modifier
- Non-Executive Director fees which had not been changed since 2016 were revised for 2021. They include
- Committee Chairperson fees was increased by $5,000
- Instituted Committee membership fee; Audit ($15,000), Finance and Compensation & Talent ($10,000) and Governance ($5,000).
- Annual equity grant was increased from $160,000 to $180,000

Harish Manwani
Compensation and Talent Committee Chairperson
9 April 2021

ANNUAL REPORT ON DIRECTORS' COMPENSATION

The following is provided on an audited basis.

Compensation of Executive Director

The following table sets forth the compensation of David Kenny, our CEO from January 1, 2019 through December 31, 2020:

	Base Salary	Benefits[1]	Other[2]	Pensions[3]	Total Fixed Remuneration	Annual Bonus	Long Term Incentives[4]	Total Variable Remuneration	Total
Mr. Kenny									
2020	1,256,250	28,202	-	8,550	1,305,002	1,703,625	4,112,070	5,815,695	7,120,697
2019	1,300,000	27,926	2,540,000	8,400	3,876,326	2,073,000	3,457,364	5,530,364	9,406,690

1 Taxable benefits paid to the CEO include but are not limited to financial planning, healthcare benefits and Company paid life insurance benefits.

2 This reflects $2,500,000 that was paid in February 2019 to compensate Mr. Kenny for the loss of a cash retention award from his former employer. The balance, $40,000, was reimbursement of legal fees incurred in connection with accepting his position at Nielsen.

3 The amounts indicated represent 401(k) employer matching contributions

4 The amounts disclosed in this column represent the vesting date fair market value of awards and include any dividend equivalents paid. Values for awards vested in 2020 were due to the CEO's ongoing employment with the Company:

- Stock Options: 12/3/2020 ($0) and 12/3/2020 ($0)
- RSUs: 3/1/2020 ($502,812) and 12/31/2020 ($3,609,258)
- Values for awards vested in 2019 were due to the CEO's ongoing employment with the Company:
    - Stock Options: 12/3/2019 ($0) and 12/3/2019 ($0)
    - RSUs: 12/31/2019 ($3,457,364)

Compensation of Non-Executive Directors

The following table sets forth the compensation of our Non-Executive Directors during 2019 and 2020 and reflects the voluntary pay reductions taken by Non-Executive Directors in 2020 due to COVID-19:

	Board Fees	Board Chairperson Fee	Committee Chairperson Fees	Total Fixed Remuneration	Equity Vesting	Total Variable Remuneration	Total
James A. Attwood							
2020	68,000	127,500	1	195,501	137,833	137,833	333,334
2019	80,000	150,000	-	230,000	140,015	140,015	370,015
Thomas Castro[1]							
2020	57,451	-	-	57,451	100,102	100,102	157,553
Guerrino De Luca							
2020	68,000	-	-	68,000	137,833	137,833	205,833
2019	80,000	-	-	80,000	140,015	140,015	220,015
Karen M. Hoguet							
2020	68,000	-	21,250	89,250	137,833	137,833	227,083
2019	80,000	-	25,000	105,000	140,015	140,015	245,015
Harish Manwani							
2020	68,000	-	17,000	85,000	137,833	137,833	222,833
2019	80,000	-	20,000	100,000	140,015	140,015	240,015
Janice Mazza[1]							
2020	57,451	-	-	57,451	93,605	93,605	151,056
Jonathan Miller[1]							
2020	32,174	-	-	32,174	28,122	28,122	60,296
Robert C. Pozen							
2020	68,000	-	3,750	71,750	137,833	137,833	209,583
2019	80,000	-	15,000	95,000	140,015	140,015	235,015
David Rawlinson							
2020	7,473	-	-	7,473	57,305	57,305	64,778
2019	80,000	-	-	80,000	140,015	140,015	220,015
Nancy Tellem							
2020	68,000	-	-	68,000	103,283	103,283	171,283
2019	3,077	-	-	3,077	-	-	3,077
Javier G. Teruel							
2020	68,000	-	-	68,000	137,833	137,833	205,833
2019	80,000	-	-	80,000	140,015	140,015	220,015
Lauren Zalaznick							
2020	68,000	-	12,750	80,750	137,833	137,833	218,583
2019	80,000	-	-	80,000	140,015	140,015	220,015

1 Directors started on the Board in 2020.

Following its annual review of Non-Executive Director compensation the Board agreed that changes as indicated below were to be made to Non-Executive Director compensation effective January 1, 2021:

Compensation Component (Annual)	2020	Future
Board Fees[1]	$ 80,000	$ 80,000
Board Chairperson Fee[2]	$150,000	$150,000
Committee Chairperson Fee	Governance: $ 15,000 Compensation: $ 20,000 Finance[4]: $ 20,000 Audit: $ 25,000	Governance: $ 20,000 Compensation: $ 25,000 Finance: $ 25,000 Audit: $ 30,000
Committee Member Fee	Not Applicable	Governance: $ 5,000 Compensation: $ 10,000 Finance[4]: $ 10,000 Audit: $ 15,000
Equity Grant[3]	$160,000	$180,000

1 Directors may elect to receive Board fees in cash or in DSUs.

2 Board Chairperson Fees may be paid 50% in DSUs and 50% in cash. The Board Chairperson may elect to receive the cash portion in DSUs.

3 The annual equity grant is delivered in DSUs and vests in equal installments each quarter over 1 year.

4 The Finance Committee was a newly established Committee in 2020.

Performance Against Performance Targets for Annual Incentive for our Executive Director

Annual Incentive Plan Formula

The funding/initial payout formula (shown below) is based on adjusted EBITDA margin %, revenue growth and free cash flow. Revenue and adjusted EBITDA margin % are measured in combination (70% weight). 100% funding is accomplished when both metrics meet target performance as approved by the Compensation and Talent Committee at the beginning of the plan year. 200% funding is accomplished when both metrics meet maximum performance as approved by the Compensation and Talent Committee at the beginning of the plan year. Funding and payouts are capped at 200%.

2020 Performance-Payout Formula

Adjusted EBITDA Margin and Revenue Performance-Payout Matrix				Revenue ($M)				
				Threshold	Lower Mid	Target	Upper Mid	Maximum
				$6,627	$6,660.5	$6,694	$6,761	$6,828
			Growth vs Prior Year (Index%)	102%	102.5%	103%	104%	105.1%
Adjusted EBITDA Margin	Maximum	29.4%	90 bps	150%	175%	200%	175%	200%
	Upper Mid	28.9%	40bps	125%	150%	175%	150%	175%
	Target	28.4%	(10) bps	100%	125%	150%	125%	150%
	Lower Mid	27.9%	(35)bps	87.5%	108.75%	130%	108.75%	130%
	Threshold	27.4%	(60) bps	75%	92.5%	110%	92.5%	110%

Free cash flow is measured independently (30% weight). A 100% funding percentage is achieved if performance meets the performance targets as approved by the Compensation and Talent Committee at the beginning of the plan year. If performance falls below the minimum threshold, no payouts are awarded. Funding and payouts are capped at 200%.

Performance Milestones	Free Cash Flow Growth vs Prior Year (Index %)	Funding/ Initial Payout %[1]
Maximum	119.70%	200%
Exceptional	110.60%	150%
Target	101.5%	100%
Minimum	96.90%	50%
< Minimum	<96.9%	0%

1 The AIP funding percentage and initial payout percentage are determined using linear interpolation if actual performance falls between any two performance levels.

Additionally, the Compensation and Talent Committee considers total Company financial performance and the Executive Director's contribution to that performance, prior to determining final awards. Performance against objectives is assessed and consideration given to qualitative factors such as degree of difficulty, extraordinary market circumstances and leadership impact. As a result, the initial payout may be adjusted up or down to ensure that total performance is reflected in the final payout.

2020 Results

The Compensation and Talent Committee met in July 2020 and determined not to make any changes to the AIP design for 2020; this included leaving the existing targets in the AIP unchanged, despite the revised external guidance. The Committee made this decision based on the likelihood of persistent uncertainty through the rest of 2020 in key markets that impact our business and performance. The Committee determined that any changes to the AIP could be made in the final evaluation of performance against the original goals for the year, at the end of 2020 when the full extent the impact of COVID-19 had on the Company's 2020 results was known.

Ultimately, COVID-19 had its most significant impact on our revenue performance, while prudent actions from management helped protect our adjusted EBITDA margin and free cash flow performance. Nielsen's 2020 revenue performance was below the AIP Threshold level; however, adjusted EBITDA margin and free cash flow performance results were above Target. The Committee's quantitative and qualitative assessments determined that the Company had strong performance despite the broad challenges Nielsen faced in 2020, and accordingly the Committee approved funding for the AIP at 93% of target. The Executive Director's payout as a percentage of his AIP target was established at 88.5%. None of the 2020 AIP award was subject to share price appreciation.

Performance Against Performance Targets for Long Term Incentive Vesting for our Executive Director

2020 Awards

The following table shows the aggregate grant date fair value (based on the share price on the grant date) and the number of RSUs granted in 2020 to Mr. Kenny under the Nielsen 2019 Stock Incentive Plan. No stock options were awarded in 2020 to Mr. Kenny

		Time Vested RSUs		Performance Vested RSUs			Options			Total Value
Date	Share price	Grant Date Fair Value	# of RSUs	Grant Date Fair Value	# of PRSUs	% Receivable if minimum performance achieved	Grant Date Fair Value	# of Options	Exercise price	
3/18/2020	$16.08	3,079,995	191,542[1]	4,620,009	287,314[2]	50%	—	—	—	7,700,004

1 Vesting of these awards will occur in four equal annual installments beginning on March 18, 2021 and ending March 18, 2024.

2 Vesting of these awards will occur on December 31, 2022.

Time-Vested Restricted Stock Unit Awards

The following table provides information regarding the time-vested RSUs outstanding at the beginning and end of the year ended December 31, 2020 for Mr. Kenny:

Award Date	End of Vesting Period	Unvested RSUs Outstanding at 1/1/2020[1]	RSUs Granted	RSUs Vested[1]	Unvested RSUs Outstanding at 12/31/2020[1]	Market Price Per Share on Award Date	Market Price Per Share on Vesting Date
3/18/2020	3/18/2024		191,542		193,727	$ 16.08	
3/1/2019	3/1/2023	108,770		27,192	82,836	$ 26.98	$ 18.21
12/3/2018	12/31/2021	340,629		172,940	172,940	$ 28.19	$ 20.87
12/3/2018	12/3/2021	54,285			57,772	$ 28.19	

1 Amounts include additional shares acquired from dividend equivalents.

Performance-Vested Restricted Stock Unit Awards

The following provides information regarding the PRSUs outstanding at the beginning and end of the year ended December 31, 2020 for Mr. Kenny:

Award Date	Vest Date	Measurement Period	Unvested RSUs Outstanding at 1/1/2020	RSUs Granted	RSUs Vested	RSUs Forfeited	Unvested RSUs Outstanding at 12/31/2020	Fair Value Per Share on Grant Date	Market Price Per Share on Vesting Date	Value on Vesting Date
3/18/2020	Dec 2022	2020	—	287,314	—	—	287,314	$ 16.08	N/A	N/A
3/1/2019	Dec 2021	2019 - 2021	155,670	—	—	—	155,670	$ 26.98	N/A	N/A

LTPP participants are awarded a target number of PRSUs that are earned subject to the Company's performance against, for 2020 awards, two core performance metrics: revenue and Adjusted EPS with assigned ratings of 50% each. Typically, the measurement period for PRSUs is three years but for 2020, the measurement period is one year due to the separation of the Company that was completed in Q1 2021. In addition, recognizing the difficulty with measuring relative TSR performance for a company that will be split off into two companies, the relative TSR modifier was removed from the PRSU design for the 2020 cycle only. The performance for this plan was evaluated at 25%. The PRSUs will continue to vest at the end of 2022 as per the three year vesting schedule.

The table below summarizes the LTPP performance-payout matrix for the 2020 cycle.

Plan Design[1]					
Metric	Weight		Threshold	Target	Maximum
Revenue	50%	Performance	2.0%	3.0%	5.1%
		Payout	50%	100%	200%
ADJUSTED EPS	50%	Performance	94.4%	100%	104.4%
		Payout	50%	100%	200%

PRSU Payouts under the 2018, 2019 and 2020 LTPP

2018 LTPP

The 2018 LTPP grants which matured on December 31, 2020 paid out at zero percent due to relative total shareholder return, revenue CAGR and Free Cash Flow metrics not meeting the required threshold performance levels as described.

Plan Metrics Jan 1, 2018 – Dec 31, 2020		Final Results Based on Performance from Jan 1, 2018 – Dec 31, 2020		
Elements	**Performance Target for 100% Payout**	**Result**	**Weight**	**Payout Percentage**
Free Cash Flow[1]	$2.76 billion	$1.77 billion	50%	0%
Relative Total Shareholder Return[2]	50th Percentile	0th Percentile	25%	0%
Revenue CAGR[3]	4%	(0.5%)	25%	0%
Total Shares	N/A	N/A	100%	0%

1 The free cash flow LTPP performance measure is the sum of free cash flow as reported in our Annual Report on Form 10-K for each of the fiscal years in the performance period, adjusted to eliminate foreign currency exchange translation impacts.. Please see Annex C for additional information on free cash flow in accordance with United States GAAP.

2 The relative total shareholder return LTPP performance measure is the change in our stock price over the three-year performance period, assuming monthly reinvestment of dividends, compared to that of a peer group of companies.

3 Income generated from sale of goods or services before any costs or expenses are deducted all in accordance with US GAAP, as depicted in the Condensed Consolidated Financial Statements in Nielsen's applicable annual financial statements

2019 LTPP

The Compensation and Talent Committee determined to end the performance period of the 2019 LTPP at the end of 2020 due to the sale of the Global Connect business but retained the full three-year period before any PRSUs earned will vest. The performance targets shown below represent the two year targets determined using Years 1 and 2 of the three year plan that was set out in 2019. As of December 31, 2020, only Mr. Kenny and Mr. Callard held PRSUs under the 2019 LTPP.

Plan Metrics Jan 1, 2019 – Dec 31, 2020		Final Results Based on Performance from Jan 1, 2019 – Dec 31, 2020		
Elements	**Performance Target for 100% Payout**	**Result**	**Weight**	**Payout Percentage**
Adjusted EPS[1]	$3.47	$1.67	50%	100%
Revenue CAGR[2]	2.0%	(0.4%)	50%	0%
Relative Total Shareholder Return[3]	N/A	0.75 Modification	Modifier	N/A
Total Shares	N/A	N/A	100%	37.5%

1 GAAP EPS plus add backs which may include amortization related to acquired intangible assets, restructuring, and other non-operating items.

2 Income generated from sale of goods or services before any costs or expenses are deducted all in accordance with US GAAP, as depicted in the Condensed Consolidated Financial Statements in Nielsen's applicable annual financial statements

3 The relative total shareholder return LTPP performance measure is the change in our stock price over the three-year performance period, assuming monthly reinvestment of dividends, compared to that of a peer group of companies

2020 LTPP

Due to the impending separation of the Global Connect business, the 2020 plan was set with one-year performance targets. The performance for the plan was approved by the Compensation and Talent Committee in February 2021. The PRSUs will vest at the end of 2022 for the 2020 plan as per the 3 year vesting schedule.

Plan Metrics Jan 1, 2020 – Dec 31, 2020		Final Results Based on Performance from Jan 1, 2020 – Dec 31, 2020		
Elements	**Performance Target for 100% Payout**	**Result**	**Weight**	**Payout Percentage**
Adjusted EPS[1]	$1.77	$3.47	50%	50%
Revenue[2]	3.0%	(2.3%)	50%	0%
Total Shares	N/A	N/A	100%	25%

1 GAAP EPS plus add backs which may include amortization related to acquired intangible assets, restructuring, and other non-operating items.

2 Income generated from sale of goods or services before any costs or expenses are deducted all in accordance with US GAAP, as depicted in the Condensed Consolidated Financial Statements in Nielsen's applicable annual financial statements

Time-vested Stock Option Awards

The following provides information regarding the time-vested stock options outstanding at the beginning and end of the year ended December 31, 2020 for Mr. Kenny:

	Award Date	Outstanding at 1/1/20	Granted During 2020	Exercised During 2020	Outstanding at 12/31/2020	# of Shares Underlying Unexercised Options (#) Exercisable	# of Shares Underlying Unexercised Options (#) Unexercisable	Exercise price	Expiration Date
Mr. Kenny	12/3/2018	750,000	—	—	250,000	—	750,000	$40.00	12/3/2025
	12/3/2018	367,031	—	—	122,344	—	367,031	$28.19	12/3/2025

There have not been stock option awards granted since 2018. The 2018 awards have not had any change in exercise price or exercise date.

Pensions

Pension Benefits for 2020

The following table presents information regarding the pension benefits for our Executive Director during the fiscal year ended December 31, 2020:

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit ($)	Payments During Last Fiscal Year ($)
David Kenny	Qualified Plan	—	—	—
	Excess Plan	—	—	—

Participants in the Qualified Plan become fully vested in their accrued benefits after the earlier of five years of service or when the participant reaches normal retirement age (which is the later of age 65 or the fifth anniversary of the date the participant first became eligible to participate in the plan).

Non-Executive Directors do not receive pension benefits.

Effective August 31, 2006, the Company froze its United States qualified and non-qualified defined benefit retirement plans.

Mr. Kenny is not eligible for pension benefits. The 401(k) employer matching contributions are 100% vested after two years of service.

Payments to Past/Former Directors

There were no payments to past/former Directors for the year ended December 31, 2020.

Statement of the Directors' Shareholdings and Share Interests

In 2011, our Board adopted share ownership guidelines, pursuant to which our Directors who receive fees for their services are required to maintain equity ownership in our Company. The share ownership guidelines for our Executive Director are six times his base salary and for our Non-Executive Directors is five times their annual fees (including Board Retainer, Board Chairperson, and Committee Chairperson Fees). Shares beneficially owned by these Directors, including vested DSUs and jointly-owned shares, unvested DSUs, and unvested RSUs in the case of our Executive Director, are included in the calculation. These Directors are expected to meet the guidelines within five years from the later of the adoption of the guidelines or their appointment as a Director or the commencement of the receipt of Director Fees. A Director may not sell or dispose of shares for cash unless the share ownership guidelines are satisfied. The share ownership guidelines are reviewed annually generally in the first Compensation and Talent Committee meeting of the year. As of December 31, 2020, seven of the Directors have met the guidelines and five of the Directors were still working toward meeting the guidelines. The following table provides details on the Directors' shareholdings as at December 31, 2020:

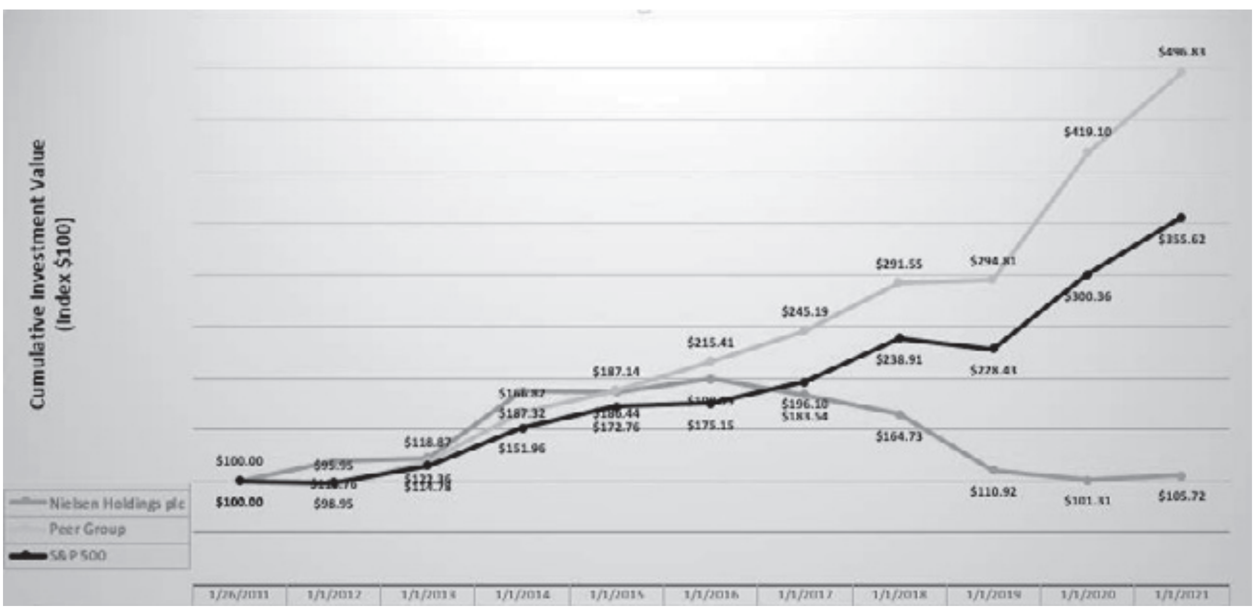
Director	Beneficially Owned Shares	% Shareholding Guidelines Achieved	Vested but Unexercised options	Exercised Options	RSU Awards Subject to Performance	RSU Awards Not Subject to Performance	Weighted Average Exercise Price of Vested Options
James A. Attwood	345,372	100%	—	—	—	—	—
David Kenny	251,624	65%	—	—	—	507,275	—
Thomas Castro	7,208	39%				—	—
Guerrino De Luca	22,313	100%	—	—	—	—	—
Karen M. Hoguet	53,676	100%	—	—	—	—	—
Harish Manwani	31,059	100%	—	—	—	—	—
Janice Mazza	7,208	39%	—			—	—
Jonathan Miller	2,089	8%	—			—	—
Robert C. Pozen	240,689	100%	—	—	—	—	—
Nancy Tellem	8,253	42%	—	—	—	—	—
Javier G. Teruel	65,880	100%	—	—	—	—	—
Lauren Zalaznick	38,872	100%	—	—	—	—	—

The following information is provided on an unaudited basis.

Performance Graph

The chart below shows the cumulative TSR of Nielsen stock assuming an initial $100 investment over the period beginning on January 26, 2011 and ending December 31, 2020. We have compared our performance to the S&P 500 and to a market cap-weighted composite of the peer group we use to measure total shareholder return in our LTPP. We believe these two indices are key to measuring our performance in our industry.

NIELSEN HOLDINGS PLC—CUMULATIVE TOTAL SHAREHOLDER RETURN SINCE IPO



Chief Executive Officer's Compensation in the Past Ten Years

	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020
CEO Single Figure[1,2]	$10,871,106	$11,139,245	$18,270,945	$4,071,634	$4,774,121	$7,280,519	$6,003,866	$10,973,614	$9,406,690	$7,120,697
Bonus (% of maximum awarded)[3]	56%	49%	53%	51%	52%	43%	43%	0%	54%	53%
Performance based LTI (% of maximum vesting)	N/A	N/A	N/A	N/A	N/A	125%	57%	59%	0%	0%

1 Includes data for former CEO David Calhoun for 2011, 2012 and 2013, Mitch Barns for 2014, 2015, 2016, 2017 and through December 2, 2018, and David Kenny for December 3, 2018 through December 31, 2020.

2 Includes the value of all stock and option awards that vested in the respective year.

3 Annual incentive maximum payout is 200% of opportunity. In 2013, 2014 and 2015, 75% was paid in cash and 25% was paid in incentive RSUs. The calculation of the Bonus (% of maximum award), used the combined value of the cash and RSU awards.

Chief Executive Officer Pay Ratio

The table below shows the ratio of the Chief Executive Officer's total remuneration to the remuneration of UK employees in 2020 and 2019. There was no significant change in pay ratio between the two years, non-material changes were due to including a marginally different employee population.

Year	Option	25th percentile	Median	75th percentile
2020	A	190 x	124 x	81 x
2019	A	170 x	130 x	93 x

The regulations provide three options which may be used to calculate the pay for the employees at the 25th percentile, median and 75th percentile. We have used Option A, following guidance issued by some proxy advisers and institutional shareholders. Option A calculates pay for all UK employees on the same basis as the single figure for remuneration calculated for the Executive Director. The period for which employee pay has been calculated under Option A is the 2020 calendar year. The single figure for remuneration for each employee includes earned salary, annual incentive awarded for 2020 calendar year, equity that vested in 2020 and an estimate for pension and benefits. The estimate of pension and benefits for each employee is calculated using 19% of salary, based on pension and benefits currently available to new hires in the UK. Other elements of pay such as overtime and shift allowances have been excluded on the basis that they are not comparable with the pay structure for the CEO.

The pay at each quartile is set out in the table below:

	25th percentile		Median		75th percentile	
	Total Pay	Of Which is Salary	Total Pay	Of Which is Salary	Total Pay	Of Which is Salary
2020	$37,391	$31,421	$57,343	$48,188	$87,569	$68,461

The Company believes the median pay ratio for 2020 is consistent with the pay, reward and progression policies for the Company's UK employees taken as a whole.

Percentage Change in the Director's Compensation Compared to Employees

The table below shows the percentage year on year change on salary/fee and bonus earned by each Director between the year ended December 31, 2020 and the year ended December 31, 2019 compared to the average salary and bonus for participants in our global annual incentive plan.

Name	Base Salary % change	Bonus % change	Total Cash Compensation % change
James Attwood	-15%	0%	-15%
Thomas Castro	N/A	0%	N/A
Guerrino De Luca	-15%	0%	-15%
Karen Hoguet	-15%	0%	-15%
Harish Manwani	-15%	0%	-15%
Robert Pozen	-24%	0%	-24%
Janice Mazza	N/A	0%	N/A
Jonathan Miller	N/A	0%	N/A
Nancy Tellem[1]	2110%	0%	2110%
Javier Teruel	-15%	0%	-15%
Lauren Zalaznick	1%	0%	1%
David Kenny	-2%	-18%	-12%
Employee Comparator	5%	-15%	2%

1 Ms. Tellem began as Director on December 18, 2019.

Relative Importance of Spend on Pay

The table below shows the total pay for all employees compared to other key financial metrics and indicators:

($ in millions[1])	Year Ended:		
	December 31, 2019	December 31, 2020	% Change[2]
Personnel Costs[3]	$ 2,360	$ 2,197	-6.90%
Dividends paid[4]	$ 395	$ 86	-78.20%
Share Buybacks	$ -	$ -	
Average number of employees[3]	45,719	44,171	-3.40%
Revenues	$ 6,498	$ 6,290	-2.30%
EBITDA[4]	$ 1,987	$ 1,987	-4.50%

1 Average number of employees is not provided in millions.

2 % change is provided on a constant currency basis. We calculate constant currency by converting 2019 local currency values to 2020 period foreign currency exchange rates (only for revenue & EBITDA).

3 The figures are reported in Note 23 of our 2020 UK Annual Report.

4 The figures are reported in 'Strategic Report' section of our 2020 UK Annual Report.

5 The figures are reported in Note 5 of our 2020 UK Annual Report.

The numbers presented above were selected to provide a broad but reasonable context against which to compare the growth of value provided to the CEO, all employees and shareholders.

Consideration by the Directors of Matters Relating to Directors' Compensation

In 2020, the Compensation and Talent Committee consisted of the following members:

- Harish Manwani (Chairperson)
- Guerrino De Luca
- Janice Marinelli Mazza
- Nancy Tellem
- Lauren Zalaznick

The Compensation and Talent Committee and the Board are responsible for determining the compensation of our Directors and regularly review the philosophy and goals of the Director Compensation program and assess the effectiveness of compensation practices and processes. The Compensation and Talent Committee sets performance goals and assesses performance against these goals. The Compensation and Talent Committee and the Board operate independently of management and consider the recommendations and market data provided by the Compensation and Talent Committee's independent consultant when reviewing and making compensation decisions. The CEO does not participate in the Compensation and Talent Committee and Board discussions regarding his own compensation. The Compensation and Talent Committee and the Board make their decisions based on their assessment of both Nielsen and individual performance against goals, market data provided by the Compensation and Talent Committee's independent compensation consultant, and on their judgment as to what is in the best interests of Nielsen and its shareholders.

The Compensation and Talent Committee is empowered to study or investigate any matter of interest or concern that the Compensation and Talent 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 Compensation and Talent Committee, for payment of reasonable compensation to any compensation consultant, independent legal counsel or other advisers retained by the Compensation and Talent Committee, as well as funding for the payment of ordinary administration expenses of the Compensation and Talent Committee that are necessary or appropriate in carrying out its duties.

The Compensation and Talent Committee undertakes an independence assessment prior to selecting any compensation consultant, legal counsel or other advisors that will provide advice to the Compensation and Talent 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 of 2006 and any other relevant legislation or regulation from time to time.

Any compensation consultant retained by the Compensation and Talent Committee to assist it in connection with setting the amount or form of 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 Compensation and Talent Committee. The Compensation and Talent Committee shall evaluate, on at least an annual basis, whether any work provided by the Compensation and Talent Committee's compensation consultant raised any conflict of interest.

The Compensation and Talent Committee retains Meridian Compensation Partners, LLC ("Meridian") as its compensation consultant. Meridian has provided market data and perspective on Executive and Non-Executive Director compensation and related governance. Meridian and its affiliates did not provide any services to Nielsen or its affiliates in 2020 other than executive and Director Compensation consulting to the Compensation and Talent Committee. Discussions between Meridian and Nielsen management are limited to those necessary to complete work on behalf of the Compensation and Talent Committee.

The Compensation and Talent Committee determined that Meridian and its lead consultant for Nielsen satisfy the independence factors described in the NYSE listing rules. The Compensation and Talent Committee also determined that the work performed by Meridian in 2020 did not raise any conflict of interest issues.

In 2020, Nielsen paid $265,158 to Meridian for services rendered.

Implementation of Policy in 2021

The Policy will be operated in the same way as it was in 2020 except as set out below.

The key changes as to how the Policy will be operated in 2021 are as follows:

- 2021 Annual Incentive Plan – The CEO will be assessed 35% on Organic Revenue (replacing Revenue metric in 2020 plan), 30% on EBITDA Margin and 35% on FCF (increased from 30% weight in 2020 plan). Additionally for the 2021 AIP, the organic revenue and EBITDA margin metrics will be measured independently.
- For the 2021- 2023 LTPP Plan – CEO will receive PRSUs earned based 50% 3 year average Organic Revenue Growth Rate (replacing Revenue metric from 2020 – 2022 LTPP) and 50% on FCF/EBITDA Conversion (replacing Adjusted EPS metric from 2020 – 2022 LTPP). Relative TSR modifier will be applied to the performance of two core metrics described above.

Statement of Voting at General Meeting

At the Annual General Meeting of Shareholders on May 12, 2020, the shareholder advisory vote on the Directors' Compensation Report received the following votes:

	Votes	% of Total Votes
Votes Cast in Favor	206,640,759	70%
Votes Cast Against	88,056,695	30%
Total Votes Cast	294,697,454	100%
Votes Withheld[1]	12,469,722	N/A

1 For purposes of calculating our overall voter approval, we have excluded votes withheld.

The Directors' Compensation Policy was not put to a vote of shareholders at the 2020 Annual General Meeting of Shareholders. At the Annual General Meeting of Shareholders on May 22, 2018, the shareholder advisory vote on the Directors' Compensation Policy received the following votes:

	Votes	% of Total Votes
Votes Cast in Favor	260,439,789	87%
Votes Cast Against	40,044,229	13%
Total Votes Cast	300,484,018	100%
Votes Withheld[1]	10,526,990	N/A

ANNEX B
DIRECTORS' COMPENSATION POLICY

Our Directors' Compensation Policy applies to our Executive Director, as CEO (as well as any individual who may become an Executive Director while this policy is in effect) and our Non-Executive Directors.

COMPENSATION POLICY FOR EXECUTIVE DIRECTORS

Philosophy

Foster meritocracy

- Our pay-for-performance philosophy differentiates rewards based on business performance and individual contributions toward core objectives.

Pay competitively

- The Compensation and Talent Committee reviews compensation annually and considers peer group and general industry benchmarks among several factors when making decisions on pay. Other factors include the mix of pay components in total direct compensation, prior year awards, changes in role or responsibilities, Company financial performance, and individual performance.

Emphasize variable, at risk pay subject to performance – the executive compensation framework

- As outlined below in the Executive Compensation Framework, a significant portion of our Executive Director's compensation is at risk; dependent on the achievement of challenging annual and long-term performance targets and/or the performance of our share price.

Target Compensation Framework		
Pay Component	Target Range (Total Pay)	Guaranteed/At Risk
Base Salary	Up to 20%	Guaranteed
Target Annual Incentive	Up to 30%	At Risk
Total Cash	Not to exceed 50%	
Target LTI Performance Awards	30 – 50%	At Risk
Target LTI Time-Vested Awards	20 – 35%	At Risk
Total Equity	No less than 50%	

Changes to the Policy

A new Director Compensation Policy was drafted which the Committee will put for the shareholder approval. As compared to the 2018 policy, the following changes have been made:

- The introduction of performance stock options used for new hire and other one-time awards;
- The performance metrics for the Annual Incentive Plan and Performance Restricted Stock Units have been amended as compared to the 2018 policy:
- For the Annual Incentive Plan, the metrics for 2018 AIP were adjusted EBITDA with 75% weighting and revenue with 25% weighting. For 2021, the metrics are organic revenue (35% weighting), adjusted EBITDA margin (30% weighting), and free cash flow (35% weighting); and
- For the Performance Restricted Stock Units, the 2018 plan metrics were three-year cumulative free cash flow (50%), relative total shareholder return (25%) and three-year revenue CAGR (25%). For 2021, the metrics are three-year average organic revenue growth rate (50%) and three-year cumulative free cash flow/ EBITDA conversion (50%) with a relative total shareholder return modifier
- Director fees which had not been changed since 2016 were revised for 2021. They include
- Committee Chairperson fees was increased by $5,000
- Instituted Committee membership fee; Audit ($15,000), Finance and Compensation & Talent ($10,000) and Governance ($5,000).
- Annual equity grant was increased from $160,000 to $180,000

Compensation Policy for Executive Directors

Element	Purpose	Key Characteristics
Base Salary	Attract and retain top talent	• The Compensation and Talent Committee considers a variety of factors when reviewing and determining increases (or on recruitment)including: (1) our pay for performance philosophy, (2) peer group market data, (3) the NEO's individual performance and contributions to the success of the business in the prior year, (4) Company performance, (5) current pay mix, and (6) role changes.
Annual Incentive Plan ("AIP")	Motivate the Executive Director to accomplish short-term business performance goals that contribute to long-term business objectives	• AIP award opportunities are determined each year by reference to (1) our pay for performance philosophy, (2) peer group benchmarking and general market survey data, (3) the Executive Director's individual performance and contributions to the success of the business in the prior year, (4) Company performance, (5) current pay mix, (6) role changes, and (7) prior year award. • The Committee will assess the AIP based on a variety of financial metrics. For example, in 2021, organic revenue (35% weighting), adjusted EBITDA margin %(30% weighting), and Free Cash Flow (35% weighting), will be performance metrics for the AIP. • Annual incentive plan funding and payouts are subject to a maximum limit of 200% of target • Actual payouts and the performance metrics used to determine them will be disclosed in the Directors' Compensation Report in the year payouts are made • The calculation of EBITDA and revenue performance for annual incentive plan purposes differs from reported adjusted EBITDA and reported revenue because it is calculated using a standard foreign currency exchange rate established at the beginning of the year in order to eliminate the impact of currency exchange volatility on the performance assessment • Payout is intended to be delivered 100% in cash but may be delivered in a mixture of cash and restricted stock units at the Compensation Committee's discretion • Payouts are subject to recoupment under the terms of Nielsen's Clawback Policy
Long-Term Incentive ("LTI")	Deliver long-term sustainable performance and align Executive Directors' rewards with long-term returns delivered to shareholders	• LTI award values are determined each year by reference to (1) our pay for performance philosophy, (2) peer group benchmarking and general market survey data, (3) the Executive Director's individual performance and contributions to the success of the business in the prior year, (4) Company performance, (5) current pay mix, (6) role changes, and (7) prior year award
Performance Restricted Stock Units ("PRSUs") under Long Term Performance Plan	Alignment with long-term shareholder return	• Subject to performance against three-year cumulative performance metrics set at the discretion of the Committee. For example, the 2021 plan has two core metrics: o 3 year average organic revenue growth rate ("Organic revenue"), weighted 50% o 3 year cumulative Free Cash Flow/ EBITDA Conversion ("FCF

Element	Purpose	Key Characteristics
		Conversion"), weighted 50%. • The results from the core metrics are adjusted up or down based on the Relative TSR (RTSR) performance against the peer group of companies • Specific threshold, target and maximum performance metrics will not be disclosed for competitive reasons but targets are designed to be aggressive and achievable and are fully aligned with our approved three-year strategic plan and long-term guidance issued to investors at the beginning of the performance period • Targets and actual results used to determine payouts will be disclosed in the Director's Compensation Report in the year that payouts are approved • Relative total shareholder return (TSR) is measured against a peer group. Companies in this peer group are selected to represent a comparable investment profile to Nielsen by virtue of their being in comparable businesses, and having a similar financial profile and stock price correlation. • Zero payout for performance below threshold. For performance at threshold, the payout opportunity is 50% and for performance at target, 100% • Maximum payout opportunity is capped at 200% of target • Dividend equivalents paid except dividend equivalents on unearned performance RSUs • Subject to recoupment under the terms of Nielsen's Clawback Policy
Restricted Stock Units ("RSUs")	Alignment with shareholder return and retention	• Service-based equity is delivered in RSUs • Four-year graded service-vesting • Dividend-equivalents on RSU awards are accrued and delivered as additional RSUs upon vesting • Maximum payout not to exceed 100% of shares at the end of the vesting period, plus any earned dividends equivalents (if applicable, whether on vested or unvested)
Performance Stock Options ("PSOs")	Alignment with long-term shareholder return	• Used for new hire and other special awards; not part of the regular annual awards • Subject to a challenging stock price growth hurdle of 25% - 35% increase from the date of grant. • Awards vest in 3 or 4 years • PSOs become exercisable only if: o Stock price goal is achieved for a period greater than or equal to 21 consecutive trading days within three years from the date of grant o Service vesting conditions are fulfilled • Dividend equivalents paid except on unearned PSOs • Maximum payout not to exceed 100% of shares at the end of the vesting period
Health and Welfare plans, Perquisites	Promote overall wellbeing and avoid distractions caused by unforeseen health/financial issues	• Health and Welfare plans available to Executive Directors and generally to other employees. • Defined Contribution Retirement plans available to Executive Directors and generally to other employees. • De minimis financial planning and wellness services allowances • Other benefits may include provision of transport • The cost of the Health and Welfare plans and perquisites provided changes in accordance with market conditions and will, therefore, determine the maximum amount that would be paid in the form of benefits during the period of this policy
Retirement	Attract and retain top talent	401(k) Savings Plan • Qualified plan available to all eligible employees, enables participants to save for retirement through tax-advantaged combination of employee contributions and a company matching contribution • The company matching contribution matches $.50 per $1.00 of employee contribution up to 6% of pay and subject to IRS annual limits. Full vesting occurs after 2 years of service
Relocation/Expat Assistance	Attract top talent and provide career enhancing and personal development opportunities	• Expatriate and relocation benefits are regularly benchmarked against other companies. Current benefits offered include, but are not limited to: o Shipment of goods and services o Home sale/lease termination o House hunting trips o Temporary housing o Housing allowance o Automobile disposition o Goods and services differential allowance o Car/driver allowance o Education fees and expenses for dependent children to age 19 o Home leave o Tax equalization o Tax preparation o Language and cultural training o Destination acclimation services

Performance Measure Selection

The measures used under the AIP and the LTPP are reviewed and approved by the Compensation and Talent Committee annually. The PSOs are subject to stock price growth hurdles and used for new hire or other one time grants and are not part of annual grant program. The other elements in the table above are not subject to the accomplishment of specific performance targets.

Nielsen has a strong culture of *pay for performance* which serves to align Company goals and performance with pay outcomes for the Company's executives. Nielsen conducts quantitative assessments of business financial performance and also evaluates individual contributions toward key business objectives in order to differentiate rewards. The CEO and other executives participate in the same performance assessment process applicable to all managerial employees, including an annual performance review.

Our CEO and other executives participate in the same annual cash incentive plan that is applicable to all managerial employees, which in 2021 will be funded based on full company annual organic revenue, adjusted EBITDA Margin and Free Cash Flow performance.

LTPP participants are awarded a target number of PRSUs that are earned subject to the Company's performance against three cumulative three-year performance metrics. For the 2021 plan, there are two core metrics. 50% of the total LTPP award opportunity will be based on 3 year average organic revenue growth rate and the remaining 50% will be based on 3 year cumulative Free Cash Flow/ EBITDA Conversion. The results from the core metrics are adjusted up or down based on the Relative TSR (RTSR) performance against the peer group of companies. The PRSUs will vest, to the extent earned, at the end of a three year period.

Under the rules governing the design and operation of the AIP and LTPP, the Compensation and Talent Committee has the discretion to select other performance metrics and alter their weighting as business conditions may dictate in the future.

Remuneration Policy for Other Employees

The remuneration policy for other employees is based on the same philosophy and principles that govern the remuneration policy for Executive Directors. Annual salary reviews take into account Company and individual performance, local pay and market conditions, and salary levels for similar roles in the relevant geographies. Senior executives are eligible to participate in the AIP and in LTI programs on similar terms as the Executive Directors. Managerial and professional employees are eligible to participate in the AIP provided for executives; opportunities vary by organizational level and an individual's role. Some employees below the executive level are eligible to participate in the stock option, PRSU and RSU components of the LTI program; opportunity levels are commensurate with organizational level.

Loss of Office and Service Agreements

In general we do not provide employment agreements for Executive Directors. The principal terms of employment for Executive Directors are as provided to other eligible employees with the exception of certain de minimis benefits (described within) and certain payments provided in the event the Executive Director is terminated not for cause or resigns for good reason (as defined in the documents referenced below under "Potential Payments Upon Termination or Change In Control"). In certain circumstances the Compensation and Talent Committee may provide employment agreements for Executive Directors where it is essential for continued sound governance.

Potential Payments Upon Termination or Change In Control

Severance terms for Executive Directors are defined in the U.S. Severance policy for Section 16 Officers and Senior Executives (the "Severance Policy") approved by the Committee on July 20, 2017.

The following is a summary of the material terms of the Severance Policy:

A) Qualifying Termination Outside of the Change in Control Protection Period: If the Executive Director subject to the Severance Policy is terminated by the Company without Cause or resigns for Good Reason (as such terms are defined in the Severance Policy) at any time other than during the 24-month period following a change in control (the "Change in Control Protection Period"), such individual has the right to payments equal to, with respect to the CEO, two times, or with respect to other Executive Directors, one times the sum of the Executive Director's annual base salary and the average of the annual incentive payments paid to the Executive Director in the prior three years.

B) Qualifying Termination During the Change in Control Protection Period: If the Executive Director subject to the Severance Policy is terminated by the Company without Cause or resigns for Good Reason during the Change in Control Protection Period, the Executive Director has the right to payments equal to two times the sum of the Executive Director's annual base salary and the average of the annual incentive payments paid to the Executive Director in the prior three years.

Change in control is defined in the Severance Policy and includes the acquisition of shares of the Company representing more than 40% of the Company's capital stock, merger, consolidation or reorganization where pre-transaction shareholders do not continue to hold at least 50% of the Company's voting power, change in majority of the Board within a 12-month period, and liquidation, dissolution or a material asset sale. The Severance Policy provides for a 280G best-after-tax cutback, which applies to any payments or benefits that individuals subject to the Severance Policy are entitled to receive that are "excess parachute payments" under the "golden parachute" excise tax rules of the Internal Revenue Code.

Additionally, under the terms of the Nielsen 2019 Stock Incentive Plan (the "2019 Plan"), if the Executive Director is terminated by the Company without "Cause" or the Executive Director resigns for "Good Reason" (as such terms are defined in the plan document) they will forfeit all unvested equity as of the date of termination with the following exceptions:

- PRSUs: Executive Directors will receive a payout on the regularly scheduled payout date reduced pro-rata to their service through the performance period, calculated as the number of days between the beginning of the performance period and the termination date divided by 1,095.
- Option and RSU Awards: Pro-rata vesting of the equity tranche that would have vested, but for the termination, on the next vesting date following the termination date calculated by the number of days between the most recent vesting and the termination date divided by the number of days in the vesting tranche.

The Committee has the discretion to adjust the above payments in the event of extraordinary circumstances including but not limited to approved retirements, death, and permanent disability.

Change In Control Policy

Under the 2019 Plan, as amended, unvested options and RSUs do not vest automatically in the event of a change in control.

Clawback Policy

Our clawback policy requires the Executive Director, in all appropriate cases, to repay or forfeit any bonus, short-term incentive award or amount, or long-term incentive award or amount awarded to the Executive Director, and any non-vested equity-based awards previously granted to the Executive Director if:

A The amount of the incentive compensation was calculated based upon the achievement of certain financial results that were subsequently the subject of a restatement or the correction of a material error;

B The Executive Director engaged in intentional misconduct that caused or partially caused the need for the restatement or caused or partially caused the material error; and

C The amount of the incentive compensation that would have been awarded to the Executive Director, had the financial results been properly reported, would have been lower than the amount actually awarded.

Recruitment of Executive Directors

The compensation package for a new Executive Director will be set in accordance with the terms of the Directors' Compensation Policy as set forth above or in force at the time of appointment or hiring. In determining the appropriate remuneration structure and levels, the Compensation and Talent Committee will take into consideration all relevant factors to ensure that arrangements are in the best interests of the Company and its shareholders.

In addition, to facilitate the recruitment of an individual to an Executive Director position, the Compensation and Talent Committee can use cash and/or LTI awards to buy-out previously-granted incentive awards and no limits will apply under this policy.

For external hires and internal appointments the Company may provide certain relocation reimbursements or allowances including expatriate benefits within limits set by the Compensation and Talent Committee that fairly reimburse Executive Directors for expenses incurred and provide for a smooth transition free of unnecessary distractions.

Notice Periods

There is no written policy for notice period for the Executive Directors.

Consideration of Conditions Elsewhere in the Company

The Compensation and Talent Committee does not consult with employees specifically on its Executive Director compensation policy and framework however, when determining pay for Executive Directors, the Committee takes into account several data elements including but not limited to:

- company and individual performance;
- salary increase budgets provided for other employees;
- annual incentive plan funding levels;
- local pay and market conditions; and
- market data provided by independent compensation consultant.

Consideration of Shareholder Views

On a regular basis, the Compensation and Talent Committee engages with shareholders to solicit direct input regarding its Executive Director Compensation programs. Input provided during these meetings and from shareholder advisory firms is used to shape our compensation programs. The majority of shareholders continue to express support for our compensation programs.

Illustration of Application of Compensation Policy for Executive Director

The estimated compensation amounts received by the Executive Director i.e. our CEO are shown in the following graph.

The amounts show payments at three levels of performance-threshold, target and maximum

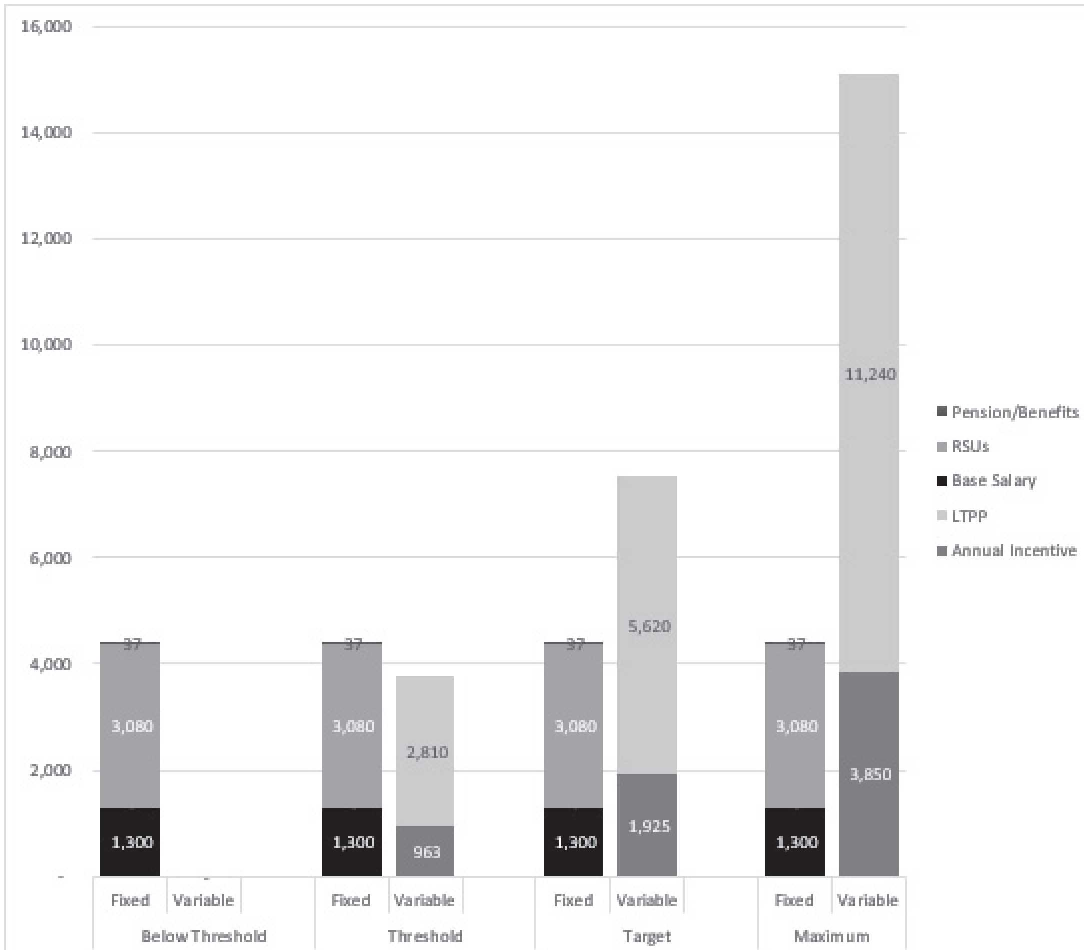
For the purpose of this illustration the following components' values are constant at each level of performance:

- Salary: reflects annualized rate for 2021
- Restricted stock units: planned grant date fair value in 2021[1]
- Pension/Benefits: Estimated based on 2020 figures and 2021 premium or reimbursement rates including 401(k) savings match, health saving account plan match, relocation benefits, health and welfare perquisite and tax planning perquisite.

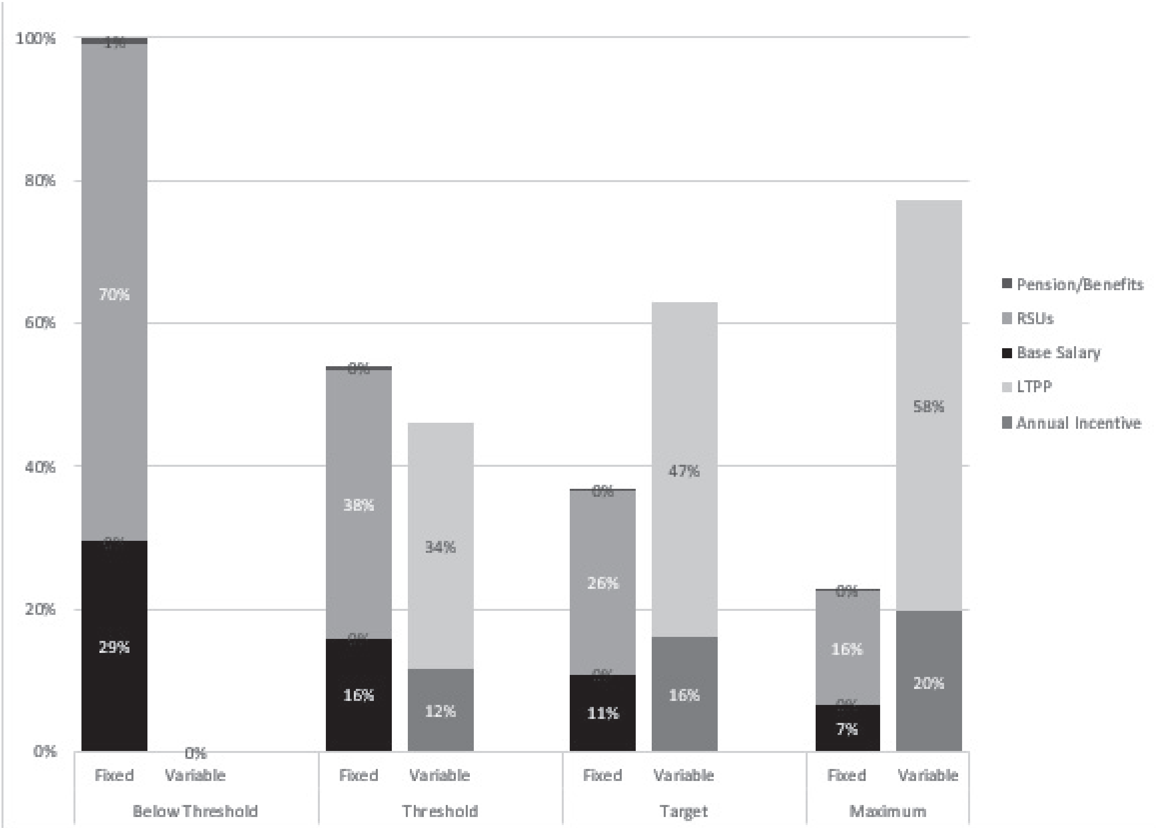
The following components' values vary by each level of performance:

- Annual Incentive: reflects potential cash payouts based solely on the plan's incentive funding formula
- LTPP: reflects the fair value[1] of PRSUs at grant date at target and percentage payouts of target in accordance with the plan design at threshold and maximum levels of performance.
- Both of the above values will differ from the actual payments earned by Mr. Kenny under the 2020 AIP paid to him in March, 2021. Payment details are disclosed in our 2021 Proxy Statement under "Summary Compensation Table."

($,000)



1 Calculated in accordance with IFRS 2, Share-based Payments. For a discussion of the assumptions and methodologies used to value the awards granted in 2020 please see Note 18 "Share-Based compensation" to our audited consolidated financial statements, included in our Annual Report for the year ended December 31, 2020. In all cases, the values reported assume no share price change relative to closing price of a Nielsen share on the date of grant.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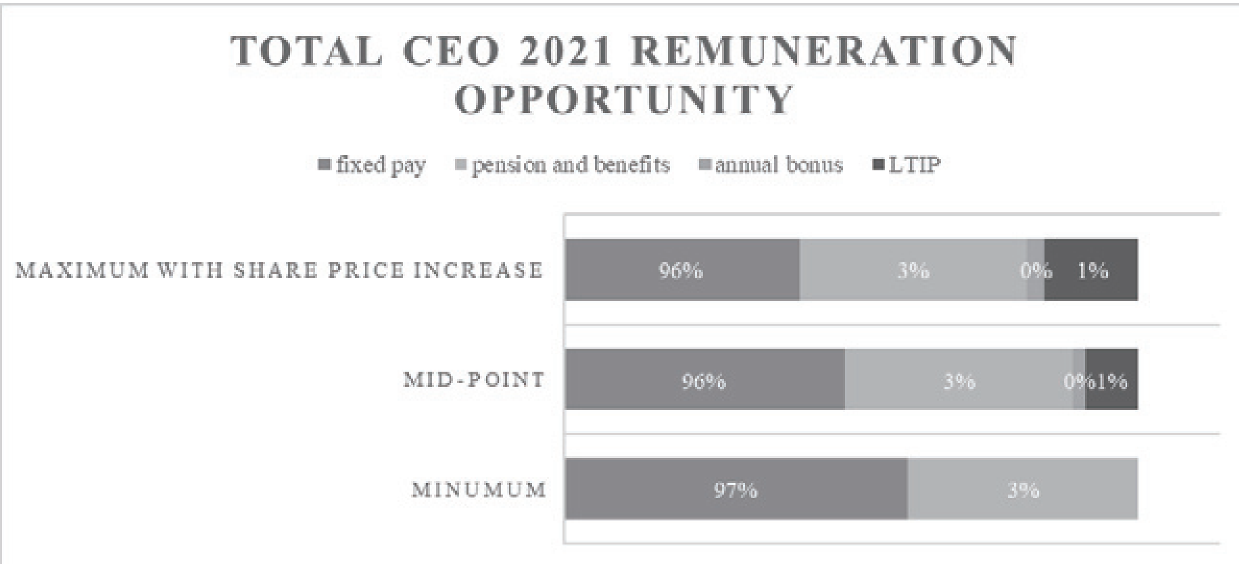
Fixed
Variable
Below Threshold
Threshold
Target
Maximum
Pension/Benefits
RSUs
Base Salary
LTPP
Annual Incentive

Illustration of Maximum Director Pay

The charts below show the potential value of the current Executive Directors' 2021 total remuneration in three main scenarios: 'Minimum' (i.e. Fixed Pay, Pension and benefits), 'Mid-point' (i.e. Fixed Pay, Pension, benefits and target bonus that may be awarded) and 'Maximum' (i.e. Fixed Pay, Pension, benefits and the maximum variable pay that may be awarded). For the purposes of these charts, the value of benefits is based on an estimated annual value for 2021 regular benefits. Additional ad hoc benefits may arise but will always be provided in line with the Director's Compensation Policy. A significant proportion of the potential remuneration of the Executive Directors is variable and is therefore performance related. In line with the new reporting requirements, we have provided an indication of the maximum remuneration receivable, assuming share price appreciation of 50% on the Long Term Incentives.



Compensation Policy for Non-Executive Directors

As of the effective date of this Policy, all of our Directors, with the exception of David Kenny, our CEO, are Non-Executive Directors.

Purpose

Nielsen's Compensation Policy for our Non-Executive Directors is designed to:

- attract and retain talented individuals to help oversee the Company as members of the Board;
- align with the market value of the role; and
- align with long-term shareholder returns.

Practice

The Compensation and Talent Committee reviews the Non-Executive Director compensation program annually taking account of market benchmarking data to establish compensation levels that are competitive and serve the stated purpose. Market adjustments may be made to Non-Executive Director compensation following these reviews. Otherwise, the Compensation and Talent Committee generally intends to make adjustments every three years unless special circumstances require otherwise. The values quoted in each category are fixed, do not vary subject to a performance condition and therefore represent the current maximum payout opportunity.

Compensation Element	How Component Operates	Current Fee Structure (per annum)
Board Fees	• Annual retainer paid on a quarterly basis • Director may elect to receive fees in cash or in DSUs[1] • DSUs accrue dividend equivalents in the form of additional DSUs	$80,000
Board Chair Fee	• Annual retainer payable on a quarterly basis; 50% in DSUs and 50% in cash • Director may elect to receive cash fees in DSUs[1] • DSUs accrue dividend equivalents in the form of additional DSUs	$150,000
Committee Chair Fees	• Annual retainer payable on a quarterly basis • Director may elect to receive fees in cash or in DSUs[1] • DSUs accrue dividend equivalents in the form of additional DSUs	Audit Committee: $30,000 Compensation and Talent Committee: $25,000 Finance Committee: $25,000 Nomination and Corporate Governance Committee: $20,000
Committee Member Fee	• Annual retainer payable on a quarterly basis • Director may elect to receive fees in cash or in DSUs[1] • DSUs accrue dividend equivalents in the form of additional DSUs	Governance: $ 5,000 Compensation: $ 10,000 Finance: $ 10,000 Audit: $ 15,000
Lead Independent Director Fee	• Annual retainer payable on a quarterly basis • Director may elect to receive fees in cash or in DSUs[1] • DSUs accrue dividend equivalents in the form of additional DSUs	$30,000
Annual Equity Grant	• Offered to all Non-Executive Directors • Executive compensation peer group plus general industry benchmark provided by Meridian are used as benchmarks • Annual equity grant delivered in DSUs vests in four equal quarterly installments • DSUs accrue dividend equivalents in the form of additional DSUs	$180,000

1 The Company can, but does not have to offer this choice to the Non-Executive Directors.

Non-Executive Directors will only receive compensation for those services outlined in this Policy. There are no contracts or agreements that provide guaranteed amounts payable for service as a Non-Executive Director of Nielsen, and there are no similar arrangements that provide for any guaranteed compensation (other than for any accrued or deferred amounts, if applicable, for services rendered as a Non-Executive Director) upon a Non-Executive Director's termination of service from our Board of Directors. The Compensation and Talent Committee may in exceptional circumstances provide compensation that exceeds or is different from that payable to Non-Executive Directors but is aligned with the policy for Executive Directors. An example may include when an Executive Director transitions from Company employee to Non-Executive Director. In these cases, the Committee may find it appropriate to elect to continue components of the Executive Director Compensation program for the former employee. When recruiting for a new external Non-Executive Director, the Committee or Board will structure pay in line with the existing policy for Non-Executive Directors set out above.

For and on behalf of the Board

David Kenny

David Kenny

Chief Executive Officer/Director

9 April 2021

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NIELSEN HOLDINGS PLC

Opinion

In our opinion:

- Nielsen Holdings plc's group financial statements and parent company financial statements (the "financial statements") give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2020 and of the group's profit for the year then ended;

- the group financial statements have been properly prepared in accordance with International Accounting Standards in conformity with the requirements of the Companies Act 2006;

- the parent company financial statements have been properly prepared in accordance with International Accounting Standards in conformity with the requirements of the Companies Act 2006 as applied in accordance with section 408 of the Companies Act 2006.

We have audited the financial statements of Nielsen Holdings plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2020, which comprise:

Group	**Parent company**
Consolidated balance sheet as at 31 December 2020	Balance sheet as at 31 December 2020
Consolidated income statement for the year then ended	Statement of cash flows for the year then ended
Consolidated statement of comprehensive income for the year then ended	Statement of changes in equity for the year then ended
Consolidated statement of changes in equity for the year then ended	Related notes 1 to 12 to the financial statements including a summary of significant accounting policies
Consolidated statement of cash flows for the year then ended	
Related notes 1 to 25 to the financial statements, including a summary of significant accounting policies	

The financial reporting framework that has been applied in their preparation is applicable law and International Accounting Standards in conformity with the requirements of the Companies Act 2006 and, as regards the parent company financial statements, as applied in accordance with section 408 of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the group and parent company's ability to continue to adopt the going concern basis of accounting included:

- In conjunction with our walkthrough of the group's financial close process, we engaged with management before the year end to confirm our understanding of management's going concern assessment process.
- We performed our own independent analysis of events and factors that we would expect to be considered by management prior to inspecting its going concern analysis, in order to determine if there were any scenarios or factors not included.
- We obtained management's going concern assessment, including the cash flow forecasts and covenant calculations for the going concern period through to 31 December 2022. As well as a base case forecast, the group has modelled a number of adverse scenarios in its cash flow forecasts and covenant calculations in order to assess the impact of these adverse scenarios on the liquidity of the group.
- We independently tested management's annual controls around the going concern assessment within the corporate reporting and accounting process. We did not identify any control exceptions in the design or operation of these controls.
- We verified the cash balance of the group as at the start of the going concern forecast period, including those amounts received relating to the sale of Connect.
- We assessed the assumptions included in each scenario for the cash flow forecasts and covenant calculations, including reviewing management's historical forecasting accuracy and comparing the assumptions to external market forecasts (including the impact of Covid-19). We considered the appropriateness of the methods used to calculate the cash flow forecasts and covenant calculations and determined through inspection and testing of the methodology and calculations that the methods were appropriately sophisticated to be able to make a going concern assessment for the entity.
- We inspected management's reverse stress testing in order to identify what events or conditions could lead to the group exhausting all liquidity or breaching the financial covenants during the going concern period. We considered the likelihood of those events or conditions arising and the possible mitigating actions that management could take in such a scenario. This included a review of the group's non-operating cash outflows and evaluating the group's ability to control these outflows as mitigating actions if required. We also verified credit facilities available to the group and considered repayments required of these facilities in the going concern period assessed.
- We read the group's going concern disclosures included in the annual report in order to assess whether the disclosures were appropriate and in conformity with the reporting standards.
- We observed that the sale of Connect has materially increased the group's cash holdings and reduced its net debt, reducing the risk of future non-compliance with banking covenants.

Based on the work we performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group and parent company's ability to continue as a going concern for a period to 31 December 2022 from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the group's ability to continue as a going concern.

Overview of our audit approach

Audit scope	• We performed an audit of the complete financial information of three (2019: two) components, audit procedures on specific balances for a further eight (2019: nine) components and specified procedures on three (2019: two) components. • The components where we performed(2019: 93%) of adjusted profit before tax, 68% (2019: 64%) of revenue and 80% (2019: 78%) of total assets.
Key audit matters	• Risk of inappropriately recording revenue before the performance obligation is satisfied • Risk of inappropriate capitalisation of internally developed software prior to meeting the requirement under IAS 38 • Recoverability of indefinite-lived trade name assets • Recoverability of deferred tax assets • Accounting for the Global Connect business as a discontinued operation and its presentation as held for sale
Materiality	• Overall group materiality of \$24m (2019: \$25m), which represents 5% (2019: 5%) of adjusted profit before tax.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in our opinion thereon, and we do not provide a separate opinion on these matters.

Risk	Our response to the risk	Key observations communicated to the Audit Committee
Risk of inappropriately recording revenue before the performance obligation is satisfied The group recorded revenue of \$6.3 billion (2019: \$6.5 billion) for the year ending 31 December 2020. As more fully described in the accounting policies Note 3 and Note 5 of the Consolidated Financial Statements, the group recognises revenue when a performance obligation is satisfied by transferring control of a product or service to a customer, which generally occurs over time.	We performed full and specific scope audit procedures over this risk area in eleven components, which covered 60% of revenue. We also performed specified procedures over revenue recognised in three further components, which covered an additional 8% of revenue. Testing of revenue was performed by members of the group audit team for nine of the 14 components. We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Company's revenue recognition process. Our audit procedures included, among	Based on the procedures performed, we concluded that the revenue recorded for the year ended 31 December 2020 is materially correct.

Substantially all of their customer contracts are non-cancellable and non-refundable. The group records a contract asset for performance obligations transferred to its customers that have not been billed as of the reporting date. We focused our attention on the auditing of the contract assets and related recognition of revenue, as a result of the risk of inappropriately recording revenue before the performance obligation is satisfied.	others, testing a sample of revenue transactions and journal entries associated with revenue recognised that was not billed to the customer at the end of the reporting period. We assessed the recoverability of contract assets by reviewing contracts for significant balances and reviewing evidence of delivery, subsequent billing and cash collections. We also tested transactions before and after 31 December 2020 to verify proper revenue cut-off and performed disaggregated analytics on revenue recorded by location, product and month to identify unusual or unexpected trends.	
Risk of inappropriate capitalisation of internally developed software prior to meeting the requirement under IAS 38. At 31 December 2020, the unamortised balance of the self-developed software intangible asset is $1.3 billion (2019: $1.3 billion). As more fully described in the accounting policies in Note 3 and within Note 9 of the Consolidated Financial Statements, the group internally develops software to facilitate its global information processing, financial reporting and client access needs. Costs that are related to the conceptual formulation and design of software programs are expensed as incurred; costs that are incurred to produce the finished product after technological feasibility, and until the time the software is placed in service, are capitalised as an intangible asset and are amortised over the estimated useful life. The capitalisation of costs associated with the development of the group's self-developed software, in accordance with the criteria set out in IFRS, involves significant management judgement and is therefore an area of focus for our audit. There is a risk that costs are	We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Company's self-developed software process. We tested additions to verify that the projects received proper approval prior to initiation and that the timing and nature of costs being capitalised is appropriate. This included performing inquiries with the project managers to understand the purpose and nature of each project. Testing was also performed to verify that technological feasibility was met. For each project, detail sample testing of the costs being capitalised was performed to validate that it met the criteria for capitalisation and that it was reflected in the appropriate project. This included testing of third party costs and internal personnel related costs (i.e.payroll) for employees directly associated with the respective projects. For projects placed into service, we verified the appropriate transfer of the work-in-process asset to an amortisable asset account. This test includes our assessment of assigned useful lives. All of the work was performed by members of the group audit team.	Based on our audit procedures on the group's accounting for internal development costs, we concluded that the internal development costs capitalised are in line with IAS 38 capitalisation criteria.

capitalised inappropriately, affecting the group's profitability. There is also a risk that management may override controls to influence the significant judgements in respect of the capitalisation of internal development costs in order to meet market expectations, covenant tests or bonus targets.		
Recoverability of indefinite-lived trade name assets At 31 December 2020, the group has $1.8 billion (2019: $1.9 billion) of indefinite-lived intangible assets relating to the Nielsen trade name. As more fully described in the accounting policies Note 3 and within Notes 4 and 9 of the Consolidated Financial Statements, indefinite-lived trade name assets are tested for impairment at least annually. As a result of the annual impairment test of the indefinite-lived trade names, management concluded that one of its indefinite-lived trade name assets was impaired and recorded an $88 million impairment charge. Auditing management's indefinite-lived intangible asset impairment test involved complex and subjective auditor judgment due to the estimation required in determining the recoverable amount of the indefinite-lived trade name. The estimate of recoverable amount of the trade name is determined using the "relief from royalty" discounted cash flow valuation methodology. The estimate of recoverable amount was sensitive to significant assumptions such as the Company's business projections, long term revenue growth rate, royalty rate, and discount rate. Specifically, the Company's growth assumptions can be affected adversely by changes in expectations about future market or economic conditions. The risk is that the asset's carrying values are not supported by the	We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Company's indefinite-lived intangible asset impairment review process. We tested controls over the Company's business projections process as well as controls over the review of the significant assumptions including the long-term revenue growth rate, royalty rate, and discount rate. To test the estimated recoverable amount of the trade name, we performed audit procedures that included, among others • assessing methodologies and testing the significant assumptions discussed above and the underlying data used by the Company in its analysis. • comparing the significant assumptions used by management to current industry and economic trends, changes to the Company's business model, customer base or product mix. • assessing the historical accuracy of management's estimates and performed sensitivity analyses of the significant assumptions to evaluate the changes in the fair value of the trade name. We involved valuation specialists to assist in our evaluation of the Company's analysis, valuation methodology and significant assumptions. All of the work was performed by members of the group audit team.	Based on our audit procedures we consider that management's impairment charge of $88 million against the trade name assets is appropriate. We are satisfied with the disclosures in the Annual Report and financial statements.

future cash flows the assets will generate, resulting in an impairment charge that has not been recognised by management.		
Recoverability of deferred tax assets At 31 December 2020, the balance of the group's net deferred tax assets is $282 million (2019: $282 million). Management's assessment of recoverability of deferred tax assets involved subjective judgment in determining whether the combination of the timing of deferred tax liability reversal and the generation of sufficient future taxable income supports the recoverability of the group's existing deferred tax assets before expiration.	We obtained an understanding, evaluated the design and tested the operating effectiveness of internal controls. For example, we tested controls over management's process of evaluating the recoverability of deferred tax assets including the scheduling of the reversal of existing temporary differences and estimates of future taxable profits. Among other audit procedures performed, we tested the group's scheduling of the reversal of existing temporary taxable differences. We also evaluated the assumptions used by the group to develop estimates of future taxable profits by jurisdiction and tested the completeness and accuracy of the underlying data. For example, we compared the estimates of future taxable income with the actual results of prior periods to assess the accuracy of management's forecasts, as well as management's consideration of other future market conditions. We also assessed the accuracy of management's historical estimates and compared the estimate of future taxable profits with other forecasted financial information prepared by the group. All of the work was performed by members of the group audit team.	Based on our audit procedures on the group's accounting for deferred tax assets, we concurred with the recognition of such assets. We are satisfied with the disclosures in the Annual Report and financial statements.
Accounting for the Global Connect business as a discontinued operation and its presentation as held for sale As at 31 December 2020, the balance of the group's assets held for sale is $242m ($3,077 million assets and $2,835 million liabilities). As more fully described in Note 24 of the financial statements the group completed the sale of its Global Connect business In March 2021. The sale of a separate major line of business results in the Global Connect business being presented	We obtained an understanding and evaluated the design and operating effectiveness of controls over the Company's process to identify amounts attributed to the disposal group and produce related disclosures. To assess the probability of the sale occurring at 31 December 2020 and the timeframe over which this may happen, we read vendor correspondence, including the Sale Agreement, and considered the evidence upon which management based its judgement. To assess the valuation of the asset held for sale we: • assessed management's calculation of expected proceeds and estimation of transaction costs, from which the carrying value of the disposal group is derived; and • performed integrity checks over management's carve-out model. To assess the valuation of the cumulative exchange translation reserve recycled to the income statement on completion, as disclosed in	Based on our audit procedures, we consider that the group's accounting for the treatment of the Global Connect business as held for sale and as a discontinued operation is appropriate. We are satisfied with the disclosures in the Consolidated Financial Statements.

as a discontinued operation within the Consolidated Financial Statements. The timing of the transaction resulted in the application of judgement in determining the appropriate accounting treatment. These judgements included: • The probability, at 31 December 2020, of shareholder and regulatory approvals being given and other sale conditions being met to allow completion; • The valuation of certain assets disclosed as held for sale; and • The estimation of the value of exchange translation reserve which is disclosed in the Consolidated Financial Statements and will be recycled through the income statement on completion.	the Annual Report, we independently calculated a range of potential values where alternative methodologies are available under IAS 21, comparing management's estimate to our range. We assessed the completeness and appropriateness of management's disclosures in the group financial statements in accordance with IFRS 5. All of the work was performed by members of the group audit team.	

In the prior year, our auditor's report included a key audit matter in relation to going concern. In the current year we have removed going concern as a key audit matter. It was included in the prior year for the first time due to the economic uncertainty as a result of the outbreak of the Covid-19 pandemic and the uncertainty over the potential impact on the group at that time. We considered the impact of the pandemic on the performance of the group to date, observing that the decline in revenue and profits was significantly lower than would be required to cause a breach of lending covenants. As a result, we did not consider going concern to be a key audit matter in the current year. The work we performed on going concern is now included in the 'Conclusions relating to going concern' section above.

An overview of the scope of the parent company and group audits

Tailoring the scope

Our assessment of audit risk, our evaluation of materiality and our allocation of performance materiality determine our audit scope for each company within the group. Taken together, this enables us to form an opinion on the consolidated financial statements. We take into account size, risk profile, the organisation of the group and effectiveness of group-wide controls, changes in the business environment and other factors such as recent Internal audit results when assessing the level of work to be performed at each company.

In assessing the risk of material misstatement to the group financial statements, and to ensure we had adequate quantitative coverage of significant accounts in the financial statements, of the 88 (2019: 85) reporting components of the group, we selected nineteen (2019: eighteen) components covering entities within Brazil, Canada, China, Germany, Mexico, the UK and the US, which represent the principal business units within the group.

Of the nineteen components selected, we performed an audit of the complete financial information of three components ("full scope components") which were selected based on their size or risk characteristics. For eight of the remaining components, we performed audit procedures on specific accounts within that component that we considered had the potential for the greatest impact on the significant accounts in the financial statements either because of the size of these accounts or their risk profile ("specific scope components"). For three further components, we performed audit procedures over significant accounts including revenue, payroll, accounts receivable, deferred revenue and cash ("specified procedures components").

The reporting components where we performed full, specific scope or specified audit procedures accounted for 100% (2019: 93%) of the group's adjusted profit before tax, 68% (2019: 64%) of the group's revenue and 80% (2019: 78%) of the group's total assets.

For the current year, the full scope components contributed 214% (2019: 184%) of the adjusted profit before tax, 46% (2019: 43%) of the group's revenue and 54% (2019: 55%) of the group's total assets. The specific scope components contributed -127% (2019: -127%) of the group's adjusted profit before tax, 14% (2019: 15%) of the group's revenue and 22% (2019: 22%) of the group's total assets. The specified procedures components contributed 13% (2019: 36%) of the group's adjusted profit before tax, 8% (2019: 6%) of the group's revenue and 4% (2019: 2%) of the group's total assets. The audit scope of these components may not have included testing of all significant accounts of the component but will have contributed to the coverage of significant accounts tested for the group.

Of the remaining 74 components that together represent 34% of the group's revenue and 22% of the group's total assets, none are individually greater than 2% of the group's revenue. For five of the components ("review scope components"), we performed analytical review procedures and inquiries of management. For the remaining 69 components, we completed analytical review procedures of the aggregate results of these components, tested group wide controls operated across all components, and completed a review of individual balances greater than our performance materiality to consider the risk of material misstatement and level of additional testing required.

The table below illustrate the coverage obtained from the work performed by our audit teams.

Group audit scope	**Number of components**	**% of adjusted profit before tax**	**% of revenue**	**% of total assets**
Full	3	214%	46%	54%
Specific scope	8	(127%)	14%	22%
Total of full and specific scope	**11**	**87%**	**60%**	**76%**
Specified procedures	3	13%	8%	4%
Total of full, specific scope and specified procedures	**14**	**100%**	**68%**	**80%**
Review	5	4%	6%	-2%
Remaining components (group procedures)	69	-4%	26%	22%
Total coverage	**88**	**100%**	**100%**	**100%**

Involvement with component teams

Our application of materiality

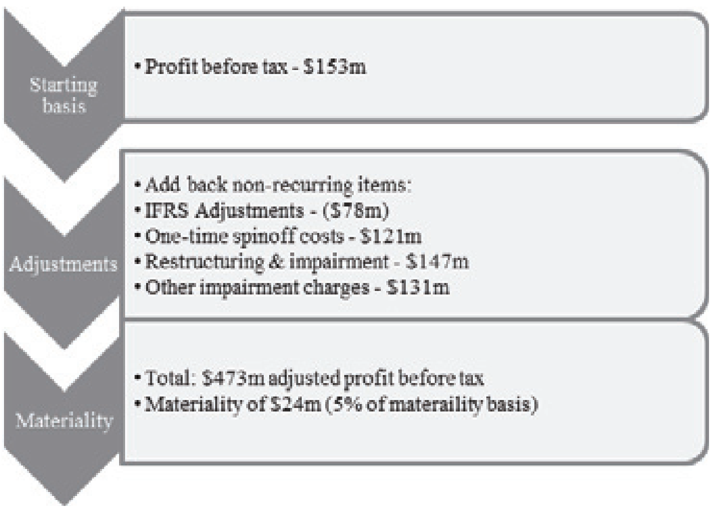
We apply the concept of materiality in planning and performing the audit, in evaluating the effect of identified misstatements on the audit and in forming our audit opinion.

Materiality

The magnitude of an omission or misstatement that, individually or in the aggregate, could reasonably be expected to influence the economic decisions of the users of the financial statements. Materiality provides a basis for determining the nature and extent of our audit procedures.

We determined materiality for the group to be $24 million (2019: $25 million), which is 5% (2019: 5%) of adjusted profit before tax. The adjustment between profit before tax and adjusted profit before tax has been reconciled below.

We determined materiality for the parent company to be £24 million (2019: £33 million), which is 1% (2019: 1%) of equity. The materiality determined for the standalone parent company financial statements exceeds the group materiality as it is determined on a different basis given the nature of the operations. For the purposes of the audit of the group financial statements, our procedures, including those on balances in the parent company, are undertaken with reference to the group materiality and performance materiality set out in this report.



During the course of our audit, we reassessed initial materiality following downgrades in profit before tax. We also reassessed account and component scoping and materiality allocations to the components.

Performance materiality

The application of materiality at the individual account or balance level. It is set at an amount to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality.

On the basis of our risk assessments, together with our assessment of the group's overall control environment, our judgement was that performance materiality was 50% of our planning materiality, namely $11m (2019: $19m). This percentage was based upon a combination of risk factors including audit adjustments identified in the prior year.

Audit work at component locations for the purpose of obtaining audit coverage over significant financial statement accounts is undertaken based on a percentage of total performance materiality. The performance materiality set for each component is based on the relative scale and risk of the component to the group as a whole and our assessment of the risk of misstatement at that component. In the current year, the range of performance materiality allocated to components was $11m to $1.2m (2019: $19 million to $1.9 million).

Reporting threshold

An amount below which identified misstatements are considered as being clearly trivial.

We agreed with the Audit Committee that we would report to them all uncorrected audit differences in excess of $1.2m (2019: $1.3m), which is set at 5% of planning materiality, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds.

We evaluate any uncorrected misstatements against both the quantitative measures of materiality discussed above and in light of other relevant qualitative considerations in forming our opinion.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, the part of the directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements and the part of the Directors' Remuneration Report to be audited are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 66, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group and parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.
However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the company and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the group and determined that the most significant are those that relate to the reporting framework (IFRS), the Companies Act 2006 and the relevant tax compliance regulations in the jurisdictions in which the group operates.

- We understood how Nielsen Holdings plc is complying with those frameworks by making enquiries of management, internal audit and those responsible for legal and compliance. We corroborated these enquiries through our review of board meeting minutes. We tested managements entity level controls to understand the company culture of honest and ethical behaviour, including the emphasis on fraud prevention.

- We assessed the susceptibility of the group's financial statements to material misstatement, including how fraud might occur through our discussions with management through various parts, and geographies, of the business to understand where there is susceptibility for fraud. We also considered management performance targets and how these could influence any attempts to manage earnings. We also gained an understanding and tested internal controls designed by the group to prevent, deter and detect fraud.

  For those areas where the risk was considered to be higher, we designed and performed audit procedures to address the identified fraud risk.

- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures involved testing journal entries, with an emphasis placed on manual journal entries recorded to revenue and unbilled receivables and group-level adjustments and any other large or unusual transactions to gain reasonable assurance that the financial statements were free from fraud and error. Furthermore, we performed procedures to conclude on the compliance of disclosures made in the annual report and accounts with all applicable requirements.

- Any instances of non-compliance with laws and regulations were communicated by/to components and considered in our audit approach, if applicable.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Ernst + Young LLP

Jon Killingley (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London
9 April 2021

CONSOLIDATED FINANCIAL STATEMENTS

Consolidated Income Statement

Notes	(IN MILLIONS EXCEPT SHARE AND PER SHARE DATA)	Years Ended 31 December 2020	2019
22	Revenues	$ 3,361	$ 3,441
23	Personnel costs	1,025	1,078
	Supplies and purchased services	630	735
8,9,10	Depreciation and amortization expenses	601	511
9	Impairment of goodwill and other non-current assets	117	-
	Other operating expenses	288	254
	Operating profit	**700**	**863**
	Interest income	2	6
23	Interest expense	(340)	(359)
	Foreign currency exchange transactions losses, net	17	(14)
23	Other expense, net	(15)	(4)
	Profit from continuing operations before tax	**364**	**492**
19	Income tax	(133)	148
	Net profit from continuing operations	**$ 231**	**$ 640**
24	**Discontinued operations**		
	Loss after tax for the year from discontinued operations	$ (153)	$ (966)
	Profit/(loss) for the year	**$ 78**	**$ (326)**
	Profit attributable to:		
	Equity holders of Nielsen Holdings plc	$ 65	$ (338)
	Non-controlling interests	13	12
	Profit/(loss)	**$ 78**	**$ (326)**
	Profit/(loss) per share, basic		
	Earnings attributable to controlling shareholders of Nielsen Holdings plc.	$ 0.18	(0.95)
	Profit/(loss) per share, diluted		
	Earnings attributable to controlling shareholders of Nielsen Holdings plc.	$ 0.18	(0.95)
	Profit/(loss) per share, basic		
	Earnings from continuing operations attributable to controlling shareholders of Nielsen Holdings plc.	$ 0.61	1.76
	Profit/(loss) per share, diluted		
	Earnings from continuing operations attributable to controlling shareholders of Nielsen Holdings plc.	$ 0.61	1.76
	Weighted-average shares of ordinary shares outstanding, basic	356,860,635	355,731,862
3	Dilutive shares	1,404,459	1,099,853
	Weighted-average shares of ordinary shares outstanding, diluted	358,265,094	356,831,715
17	Dividends declared per share	$ 0.24	1.11

Consolidated Statement of Comprehensive Income

(IN MILLIONS)	Years Ended 31 December 2020		Years Ended 31 December 2019	
Profit/(loss)	$	78	$	(326)
Loss from discontinued operations[1]		(153)		(966)
Profit from continuing operations		231		640
Other comprehensive (loss)/income:				
Other comprehensive income to be reclassified to profit or loss in subsequent periods:				
Exchange differences on translating foreign operations, net of tax of $8 million and $(4) million for the years ended 31 December 2020 and 2019, respectively		(44)		5
Cash flow hedges, net of tax of $8 million and $11 million for the years ended 31 December 2020 and 2019, respectively		(20)		(30)
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:				
Remeasurements on defined benefit pension plans, net of tax of $(3) million and $(18) million for the years ended 31 December 2020 and 2019, respectively		(33)		(51)
Total other comprehensive loss		(97)		(76)
Other comprehensive (loss)/income from discontinued operations		(26)		47
Total other comprehensive loss from continuing operations	$	(71)	$	(123)
Total comprehensive loss	$	(19)	$	(402)
Total comprehensive loss from discontinued operations		(179)		(919)
Total comprehensive income from continuing operations	$	160	$	517
Total comprehensive income from continuing operations attributable to:				
Equity holders of Nielsen Holdings plc	$	147	$	503
Non-controlling interests		13		14

(1) See Note 24 “Discontinued Operations”.

Consolidated Balance Sheets **Company Registered Number 09422989**

Notes	(IN MILLIONS)	31 December 2020	31 December 2019
	Assets:		
	Non-current assets		
9	Goodwill	$ 5,866	$ 6,179
9	Other intangible assets	3,834	5,115
8	Leases: right-of-use-assets	279	565
10	Property, plant & equipment	148	285
20	Investments in associates	11	18
14	Other non-current financial assets	25	30
23	Other non-current assets	104	235
19	Deferred tax assets	54	282
	Total non-current assets	10,321	12,709
	Current assets		
23	Other current assets	187	396
11	Trade and other receivables	465	1,103
23	Cash and cash equivalents	503	454
24	Assets held for sale	3,077	-
	Total Assets	$ 14,553	$ 14,662
	Liabilities and equity:		
	Non-current liabilities		
15	Provisions	-	13
12	Borrowings and other financing	6,824	7,764
14	Other non-current financial liabilities	71	48
23	Other non-current liabilities	367	563
19	Deferred tax liabilities	921	1,100
	Total non-current liabilities	8,183	9,488
	Current liabilities		
11	Trade and other payables	374	973
	Deferred revenue	135	345
	Income tax payable	15	60
	Other current financial liabilities	4	-
12	Borrowings and other financing	379	1,086
15	Provisions	11	22
24	Liabilities directly associated with assets held for sale	2,835	-
	Total liabilities	11,936	11,974
	Capital and reserves		
17	Share capital	32	32
	Share premium account	129	141
	Retained earnings	3,143	3,137
17	Other reserves	(879)	(815)
	Equity attributable to shareholders of Nielsen Holdings plc	2,425	2,495
	Non-controlling interests	192	193
	Total equity	2,617	2,688
	Total liabilities and equity	$ 14,553	$ 14,662

The Board approved the financial statements set out on pages 101 to 165 on 9 April 2021.

For and on behalf of the Board

David Kenny

David Kenny
Chief Executive Officer/Director
9 April 2021

Consolidated Statement of Changes in Equity for the years ended 31 December 2020

Note	(IN MILLIONS)	Share Capital	Share Premium	Retained Earnings	Other Reserves(1)	Discontinued Operations (2)	Reserve of Disposal Group held for Sale	Capital and Reserves Attributable to Nielsen Holdings plc Controlling Equity Holders(1)	Non-controlling Interests	Total Equity
	Balance as of 31 December 2018	$ 32	$ 149	$ 3,860	$ (788)	$ —	$ —	$ 3,253	$ 196	$ 3,449
	Loss for the year	—	—	(338)	—	—	—	(338)	12	(326)
6	Other comprehensive income/(loss)	—	—	(51)	(27)	—	—	(78)	2	(76)
	Total comprehensive income for the year	—	—	(389)	(27)	—	—	(416)	14	(402)
	Common stock activity from share-based compensation plans	—	(8)	—	—	—	—	(8)	2	(6)
17	Divestiture of an interest in a consolidated subsidiary	—	—	—	—	—	—	—	(2)	(2)
17	Dividends to shareholders	—	—	(395)	—	—	—	(395)	(17)	(412)
	Employee share purchase plan	—	—	4	—	—	—	4	—	4
18	Share-based payment	—	—	57	—	—	—	57	—	57
	Balance as of 31 December 2019	$ 32	$ 141	$ 3,137	$ (815)	$ —	$ —	$ 2,495	$ 193	$ 2,688
	Profit for the year	—	—	65	—	—	—	65	13	78
6	Other comprehensive income/(loss)	—	—	(33)	(64)	(384)	384	(97)	—	(97)
	Total comprehensive income for the year	—	—	32	(64)	(384)	384	(32)	13	(19)
	Common stock activity from share-based compensation plans	—	(12)	—	—	—	—	(12)	—	(12)
	Capital contribution by a non-controlling partner	—	—	—	—	—	—	—	1	1
17	Dividends to shareholders	—	—	(86)	—	—	—	(86)	(15)	(101)
	Employee share purchase plan	—	—	4	—	—	—	4	—	4
18	Share-based payment	—	—	56	—	—	—	56	—	56
	Balance as of 31 December 2020	$ 32	$ 129	$ 3,143	$ (879)	$ (384)	$ 384	$ 2,425	$ 192	$ 2,617

(1) See Note 17 "Capital and Reserves Attributable to Nielsen's Equity Holders" for a breakout of statement of changes in equity

(2) See Note 24 "Discontinued Operations".

Consolidated Statement of Cash Flows

Notes	(IN MILLIONS) [open]	Years Ended 31 December 2020	Years Ended 31 December 2019
	Operating Activities		
	Profit from continuing operations	$ 231	$ 640
24	Loss from discontinued operations	(153)	(966)
	Profit/(loss)	78	(326)
	Adjustments to reconcile profit for the period to net cash provided by operating activities:		
18	- Share-based payments	53	50
8	- Interest income and expense, net (including lease interest)	389	412
	- Foreign currency exchange loss/(gain) and other income, net	15	15
19	- Income tax provision	75	(279)
8,9,10	- Depreciation and amortization	920	869
9	- Goodwill and other non-current impairment charges	155	1,104
	Changes in operating assets and liabilities, net of effect of businesses acquired and disposed:		
	- Trade and other receivables	(28)	4
	- Prepaid expense and other assets	138	64
	- Trade and other payables, other liabilities and deferred revenues	(27)	(16)
	- Other non-current liabilities	(95)	(95)
	- Cash received for interest	2	6
	- Cash paid for interest	(372)	(406)
	- Dividends received from unconsolidated associates	-	1
	- Cash paid for income taxes	(189)	(224)
	Net cash provided by operating activities	1,114	1,179
	Investing Activities		
7	Acquisition of subsidiaries and associates, net of cash acquired	(30)	(61)
	Proceeds from sale of subsidiaries and associates, net of cash disposed	13	17
	Additions to property, plant & equipment and other assets	(86)	(116)
9	Additions to intangible assets	(433)	(403)
	Other investing activities	(1)	(19)
	Net cash used in investing activities	(537)	(582)
	Financing Activities		
	Proceeds from issuances of debt, net of issuance costs	2,967	(1)
	Repayments of debt	(3,092)	(57)
	Increase/(decrease) in short term borrowings	-	(1)
	Cash dividends paid to shareholders	(86)	(395)
	Proceeds from the issuance of shares	(12)	(8)
	Proceeds from employee shares purchase plan	3	4
	Leases	(171)	(172)
	Other financing activities	(31)	(27)
	Net cash used in financing activities	(422)	(657)
	Cash and cash equivalents at beginning of the year	454	524
	Decrease in cash, cash equivalents and bank overdrafts	155	(60)
	Effect of exchange-rate changes on cash, cash equivalents and bank overdrafts	1	(10)
	Cash, cash equivalents at end of year	$ 610	$ 454

Notes to the Consolidated Financial Statements

1. Corporate Information

The Company is incorporated in England as a public company limited by shares and its registered office is located at Nielsen House, John Smith Drive, Oxford, Oxfordshire, OX4 2WB, United Kingdom.

Basis of Preparation

The consolidated financial statements of Nielsen and all its subsidiaries have been prepared in accordance with International Accounting Standards in conformity with the requirements of the Companies Act 2006. The consolidated financial statements have been prepared on a historical cost basis, except for derivative financial instruments and certain assets and liabilities subject to fair value hedges, which are shown at fair value.

Unless otherwise indicated, assets and liabilities are initially measured at fair value with subsequent valuation at amortized cost. Income and expenses have been recognized in the period to which they relate.

The consolidated financial statements are presented in U.S. Dollars ($), being the Company's functional currency, and all values are rounded to the nearest million except when otherwise indicated.

Going Concern

The Directors have undertaken a going concern assessment in accordance with the latest guidance published by the Financial Reporting Council. In March 2020, the global outbreak of the novel coronavirus ("COVID-19") was categorized as a pandemic by the World Health Organization and has negatively affected the global economy, disrupted global supply chains, resulted in significant travel and transport restrictions, including mandated closures and orders to "shelter-in-place," and created significant disruption of the financial markets. We have established a global task force to ensure execution of our key priorities during the COVID-19 pandemic--the health and safety of our global workforce, maintaining our financial position with ample liquidity, and continuity of critical business processes. Due to the nature of our businesses and customers for a substantial portion of our business that relies on electronic data transfers, we have continued to operate our business and provide data and services to our customers to date, without a significant impact. The Company closely monitors and carefully manages its liquidity position, including regularly forecasting future cash flows. We have implemented business continuity plans designed to minimize potential business disruption from the COVID-19 pandemic and to protect our data input operations, infrastructure, and ability to meet customer demands. We believe we have a sound plan in place to mitigate the financial impacts of the COVID-19 pandemic in the face of ongoing economic uncertainty. We have taken aggressive cost actions to date and continue to closely monitor the situation. We remain well- capitalized, have sufficient liquidity to satisfy our cash needs and will take additional actions as required. In our assessment we have run sensitivities regarding minimum liquidity levels necessary to maintain compliance with covenants governing debt arrangements. In measuring liquidity, the Company considers cash balances and access to a senior secured revolving credit facility of $850 million.

Cash balances at 31 December 2020 and at the date of the approval of the Annual Report and Accounts, were $610 million and $1,182 million, respectively. Undrawn capacity on the revolving credit facility at 31 December 2020 and at the date of the approval of the Annual Report and Accounts, was $832 million and $838 million, respectively. In preparing the cash flow forecasts for the period to 31 December 2022, the directors of the Company have estimated the minimum liquidity requirement necessary for the Company to be able to operate for the period to 31, December 2022, and comply with the covenants in the Secured Credit Agreements during the same period. On 31 October 2020, Nielsen entered into an agreement (the "Connect Sale Agreement") to sell its Global Connect business to affiliates of Advent International Corporation (the "Connect Transaction"), for $2.7 billion in cash, subject to adjustments based on closing levels of cash, indebtedness, debt-like items and working capital, and a warrant to purchase equity interests in the company that will own the Global Connect business (the "Connect Warrant"). The Connect Transaction closed on 5 March 2021. The Company received net proceeds of $2.4 billion on 5 March 2021, subject to final closing adjustments. Proceeds from the Connect Transaction were utilized for redemption in full of outstanding Senior notes due 2021 and 2022 as well as partial prepayment of the Senior secured term loans due 2023 and 2025 that remained outstanding as of 31 December 2020.

Under a stressed scenario in order for liquidity to decline to the minimum requirement, the implied decrease in revenues and operating cash flows in relation to the Company's current forecast is considered to be a remote possibility and indicates there remains capacity to ensure that the Company can continue to operate without implementing mitigating actions. Should conditions deteriorate beyond such a level, liquidity could be preserved by implementing actions within the control of the Company, such as the deferral of discretionary costs and expenditures or a reduction in dividends, providing assurance that the Company will be able to operate for forecast period to 31 December 2022, comply with the covenants in the Secured Credit Agreements during the same period.

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Therefore, the Directors continue to adopt the going concern basis of accounting in preparing these consolidated financial statements.

Post Balance Sheet Events

On 4 February 2021, the Board declared a cash dividends of $0.06 per share on our common stock. The dividend is payable on 18 March 2021, to shareholders of record at the close of business on 4 March 2021.

On 31 October 2020, Nielsen entered into the Connect Sale Agreement to sell its Global Connect business to affiliates of Advent International Corporation, for $2.7 billion in cash, subject to adjustments based on closing levels of cash, indebtedness, debt-like items and working capital, and the Connect Warrant. On 11 February 2021 a virtual special meeting of Nielsen's shareholders was held. At the special meeting, the Connect Transaction was submitted to a vote of the shareholders through the solicitation of proxies. Approval of the Connect Transaction required the affirmative vote of the holders of a majority of ordinary shares present (online or by proxy) at the special meeting. The Connect Transaction was approved by the requisite vote of Nielsen's shareholders. The Connect Transaction closed on 5 March 2021. The Company received net proceeds of $2.4 billion on 5 March 2021, subject to final closing adjustments. Proceeds from the sale were utilized for debt repayment.

Based on Global Connect's historical balance sheet information as of December 31, 2020 and estimated transaction closing costs, we expect to record a gain on disposal, net of tax, from the Connect Transaction. The net proceeds of $2.4 billion utilized in calculating the gain are subject to final closing adjustments.

Based on these assumptions, the estimated gain on disposal, net of tax, could be up to $450 million. The actual gain on disposal will be based on Global Connect's balance sheet information as of the closing as well as post-closing adjustments and may differ significantly.

On 16 March 2021, Nielsen completed the partial prepayment of $1.0 billion of the Senior secured term loans due 2023 and $0.3 million of the Senior secured term loans due 2025. The partial prepayment resulted in aggregate principal amount of 2023 and 2025 Senior secured term loans remaining outstanding of approximately $2.6 billion and $1 billion, respectively. Nielsen redeemed $150 million outstanding aggregate principal amount of its 5.500% Senior notes due 2021 effective 21 March 2021 and called for redemption of $825 million of outstanding aggregate principal amount of the 5.000% Senior Notes due 2022 effective 10 April 2021, in each case at a redemption price equal to 100% of the principal amount of such notes to be redeemed, plus accrued and unpaid interest thereon to, but excluding, the applicable redemption date.

2. Changes in Accounting Policies

New accounting standards Group has adopted

- Interest Rate Benchmark Reform, Amendments to IFRS 9 and IFRS 7

Nielsen has considered the impact of IBOR reform on hedge accounting for its hedging instruments and has begun an IBOR transition plan. Nielsen adopted IFRS 9's Phase 1 relief of IBOR reform 'Interest Rate Benchmark Reform, Amendments to IFRS 9, and IFRS 7' issued in September 2019. The amendment provides temporary relief from applying specific hedge accounting requirements to hedging relationships directly affected by IBOR reform.

The Phase 1 reliefs have the effect that IBOR reform should not generally cause the discontinuation of hedge accounting relationships as at the reporting date. However, any hedge ineffectiveness should continue to be recorded in the income statement. Furthermore, the amendments set out triggers for when the reliefs will end, which include the uncertainty arising from interest rate benchmark reform no longer being present.

Nielsen has $1.3 billion notional of outstanding Interest Rate Swaps as of 31 Dec 2020 maturing by June 2023 which are in cash flow hedge relationships and $3.8 billion notional of outstanding loans indexed to USD LIBOR.

In assessing whether the hedges are expected to be highly effective on a forward-looking basis, the Group has applied the Phase 1 reliefs that allow the Group to assume that the USD LIBOR interest rate of the hedged items is not altered by IBOR reform.

Nielsen currently anticipates that the areas of greatest change will be amendments to the contractual terms of its USD LIBOR borrowing facilities and USD LIBOR indexed interest rate swaps for risk free rates (RFRs) and updating hedge accounting designations.

- IAS 1 and IAS 8 Definition of Material

The amendments provide a new definition of material that states, "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity." These amendments had no impact on the consolidated financial statements of Nielsen.

- IFRS 16 COVID-19 Related Rent Concessions

On 28 May 2020, the IASB issued Covid-19-Related Rent Concessions - amendment to IFRS 16 Leases The amendments provide relief to lessees from applying IFRS 16 guidance on lease modification accounting for rent concessions arising as a direct consequence of the Covid-19 pandemic. As a practical expedient, a lessee may elect not to assess whether a Covid-19 related rent concession from a lessor is a lease modification. This amendment did not have a significant impact on the consolidated financial statements of Nielsen.

New Accounting standards not yet effective

In August 2020, the IASB issued Phase 2 relief of IBOR reform 'Interest Rate Benchmark Reform - Phase 2, Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16'. The amendments provide a practical expedient when accounting for changes in the basis for determining the contractual cash flows of financial assets and liabilities to require the effective interest rate to be adjusted and reliefs from discontinuing hedge relationships. The Phase 2 Amendments are effective for annual periods beginning on or after 1 January 2021 and early application is permitted. Given that none of the derivatives (hedging instruments) or loans (hedged items) of the Group have been amended for IBOR reform during the period, the Group will not be early adopting the Phase 2 Amendments.

In October 2020, ISDA published its LIBOR Fallbacks Supplement and IBOR Fallbacks Protocol enabling market participants to incorporate standard fallback transition provisions to RFRs into their derivative trades. The Group is still evaluating as to whether it will adhere to the protocol. In December 2020, regulators signaled that they may extend LIBOR transition for certain USD LIBOR legacy contracts another 18 months from the end of 2021 to the middle of 2023. This could extend the time needed for the Group to transition its existing derivatives and loans to RFRs.

Nielsen does not expect other amendments and interpretations that have been issued which are not yet effective to have a significant impact on the accounting policies or results.

3. Summary of Significant Accounting Policies

Basis of Consolidation

The consolidated financial statements include the accounts of Nielsen and all subsidiaries. All subsidiaries have a co-terminous year-end with Nielsen. Non-controlling interests in subsidiaries are reported as a component of equity in the consolidated financial statements with disclosure on the face of the consolidated income statements of the amounts of consolidated net income attributable to Nielsen shareholders and to the non-controlling interests. The equity method of accounting is used for share of loss in associates and joint ventures where Nielsen has significant influence but not control. Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Generally, a majority of voting rights result in control. Nielsen re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date Nielsen gains control until the date the Nielsen ceases to control the subsidiary. Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of Nielsen and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-Group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation. Investments in which Nielsen does not have significant influence are accounted for either as available-for-sale investment or as cost method investments. Intercompany accounts and transactions between group companies have been eliminated in consolidation.

Earnings per share

Basic earnings per share is calculated using the weighted-average number of shares outstanding during the year. Diluted earnings per share is calculated using the weighted-average number of shares and dilutive potential shares outstanding during the period. Dilutive potential shares primarily consists of restricted share units.

Employee share options, restricted share units and similar equity instruments granted by the Company are treated as potential shares outstanding in calculating diluted earnings per share. Diluted shares outstanding include restricted share units and the dilutive effect of in-the-money options which is calculated based on the average share price for each year using the treasury method.

For the years ended 31 December 2020 and 2019, 3,132,528 and 3,950,984 potential shares, respectively, were excluded from the calculation as the inclusion of such shares would have been anti-dilutive. Employee share options, restricted shares and similar equity instruments granted by the Company are treated as potential shares outstanding in computing diluted profit per share.

Accounting for Acquisitions

Acquisitions of subsidiaries are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate consideration paid/transferred. The excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests, and any previous interest held over the fair value of the Company's share of identifiable assets, liabilities and contingent liabilities acquired is recorded as goodwill.

Foreign Currency Translation

Nielsen has significant investments outside the UK, primarily in the Euro-zone, Canada and the United States. Therefore, changes in the value of foreign currencies affect the consolidated financial statements when translated into U.S. Dollars. The functional currency for substantially all subsidiaries outside the UK is the local currency. Financial statements for these subsidiaries are translated into U.S. Dollars at period-end exchange rates as to the assets and liabilities and monthly average exchange rates as to revenues, expenses and cash flows. For these countries, currency translation adjustments are recognized in comprehensive income. Transaction gains and losses are recognized in foreign exchange transaction (losses)/gains, net in the consolidated income statement.

Fair Value Measurement

Nielsen measures financial instruments, such as, derivatives and available for sale investments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining fair value, the Company considers the principle or the most advantageous market the Company would transact, and also considers assumptions that market participants would transact, and also considers assumptions that market participants would use when pricing the assets and liabilities, such as inherent risk, restrictions and risk of non-performance:

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, Nielsen determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

At each reporting date, Nielsen analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per Nielsen's accounting policies. For this analysis, Nielsen verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents. Nielsen also compares each the changes in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, Nielsen has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Cash and Cash Equivalents

Cash and cash equivalents comprise cash at banks and in hand and deposits held at call with banks with a remaining maturity of three months or less. Cash equivalents are carried at fair value.

Trade and Other Receivables

The reported values represent the invoiced amounts, less allowances for doubtful receivables. An estimate for the allowances is made when collection of the full amount is no longer probable or returns are expected.

Goodwill and Other Intangible Assets

Goodwill acquired in a business combination is initially measured at cost being the excess of the cost of the business combination over the Company's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities.

Indefinite-lived intangible assets acquired separately are measured initially at cost. The cost of intangible assets acquired in a business combination is fair value at the date of acquisition.

Goodwill and other intangible assets are stated at historical cost less accumulated impairment losses.

Other Amortized Intangible Assets

Intangible assets acquired separately are measured initially at cost.

Intangible assets with finite lives are carried at cost less accumulated amortization and impairment losses. These intangible assets are amortized on a straight-line basis over the following estimated useful lives, which are reviewed annually: for trade names and trademarks 5–20 years; for customer-related intangibles 6–25 years; for covenants not to compete 1–7 years; for computer software 3–10 years; and for patents and other 3–10 years.

Computer software includes purchased software and internally developed software to facilitate the Company's global information processing, financial reporting and access needs. Costs relating to the development of software for internal use, after the software has reached technical feasibility, are capitalized and amortized over the estimated useful life of the software.

Internally generated intangibles represent incremental direct costs incurred related to establishing or significantly expanding a panel in a designated market and costs incurred to build the infrastructure to service new clients. Such costs are capitalized at the point when Nielsen determines them to be recoverable. Prior to this point, these costs are expensed as incurred. These assets are typically amortized over the original contract period beginning when the panel or electronic metered sample is ready for its intended use. Amortization for these assets is included in personnel costs within the consolidated income statement.

Property, Plant & Equipment

Property, plant and equipment is carried at historical cost less accumulated depreciation and impairment losses. Property, plant and equipment is depreciated on a straight-line basis over the following estimated useful lives: buildings 25–50 years; and information and communication equipment 3–10 years. Land is not depreciated.

Reviews are made annually of the estimated remaining lives to assess impairment, taking account of commercial and technological obsolescence as well as normal wear and tear.

Maintenance and repairs are charged to expense when incurred.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from continued use or sale of the asset. Any gain or loss arising on derecognition of the asset is included in the consolidated income statement.

Impairment of Assets

The Company established cash generating units based on its internal reporting structure. For purposes of testing goodwill for impairment, goodwill has been allocated to cash generating units on a pro-rata basis to the recoverable amount of the respective units. For the purposes of assessing impairment of long-lived assets, assets are grouped at the lowest levels for which there are separately identifiable cash-flows (cash-generating units).

Goodwill and other indefinite-lived intangible assets, consisting of certain trade names and trademarks, are tested for impairment on an annual basis and whenever events or circumstances indicate that the carrying amount of assets may not be recoverable.

Assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost of disposal and value in use. For purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

Impairments, except for goodwill, are reversed if and to the extent that the impairment no longer exists.

Provisions

Provisions are recognized when all of the following conditions are met: 1) there is a present legal or constructive obligation as a result of past events; 2) it is probable that a transfer of economic benefits will settle the obligation; and 3) a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected cash flows. Where discounting is used, the increase in the provision due to the passage of time is recognized as borrowing cost. However, the interest costs relating to pension obligations are included in pension costs.

Provisions include reorganization accruals following restructuring of businesses. Provisions for restructuring as a result of an acquisition are only recognized as part of the cost of the acquisition if the acquired company has an existing liability for restructuring recognized before the acquisition date.

Pension and Other Post-Employment Benefit Plans

Employee pension plans have been established in many countries in which Nielsen is active in accordance with local policy and legal requirements. Approximately 25% of the Company's employees participate in defined benefit plans. Certain employees of the Company are eligible to participate in defined contribution plans. In certain countries, in addition to providing pension benefits, the Company provides other post-employment benefits, primarily retiree healthcare benefits.

The defined benefit liability is the aggregate of the present value of the defined benefit obligation and the fair value of plan assets out of which the obligations are to be settled directly. If the aggregate is negative, the asset is measured at the lower of such aggregate and the present value of any economic benefits available in the form of refunds from the plan or reduction in the future contributions to the plan ("Asset ceiling test").

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method. Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding net interest and the return on plan assets (excluding net interest), are recognized immediately in the consolidated balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognized in profit or loss on the earlier of the date of the plan amendment or curtailment, and the date that the Company recognizes restructuring-related costs. Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognizes the following changes in the net defined benefit obligation under personnel costs in the consolidated income statement: Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements, and net interest expense or income.

The Company recognizes obligations for contributions to defined-contribution pension plans as expenses in the consolidated income statement as they are incurred. Additional information on pension and other post-employment benefit plans is contained in Note 16 and Note 4.

Financial Instruments

Nielsen's financial instruments include cash and cash equivalents, trade receivables, investments, trade payable, accrued liabilities, long-term debt and derivative financial instruments. These financial instruments potentially subject Nielsen to concentrations of credit risk. The carrying value of Nielsen's financial instruments approximate fair value, except for differences with respect to long-term, fixed-rate debt and certain differences relating to investments accounted for at cost and other financial instruments. The fair value of financial instruments is generally determined by reference to market prices resulting from trading on a national securities exchange or in an over-the-counter market. In cases where quoted market prices are not available, fair value is based on estimates using present value or other valuation techniques.

It is Nielsen's policy to have an International Swaps and Derivatives Association ("ISDA") Master Agreement established with every bank with which it has entered into any derivative contract. Under each of these ISDA Master Agreements, Nielsen agrees to settle only the net amount of the combined market values of all derivative contracts outstanding with any one counterparty should that counterparty default. Certain of the ISDA Master Agreements contain cross-default provisions where if the Company either defaults in payment obligations under its credit facility or if such obligations are accelerated by the lenders, then the Company could also be declared in default on its derivative obligations. At 31 December 2020, Nielsen had no material exposure to potential economic losses due to counterparty credit default risk or cross-default risk on its derivative financial instruments.

Cash equivalents, marketable securities and derivative financial instruments (see Note 13) consist primarily of highly liquid securities held with acknowledged financial institutions and have original maturities of three months or less. Trade receivable are not collateralized. Nielsen services a geographically and industry diversified high-quality portfolio of clients. Nielsen maintains reserves for estimated credit losses and these losses have generally been within management's expectations. See Note 12 for discussion of concentration and counterparty risk of Nielsen's derivative financial instruments.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Other Financial Assets

Financial assets in the scope of IFRS 9, "Financial Instruments", are classified in accordance with the standard. When financial assets are recognized initially, they are measured at fair value. Nielsen determines the classification of its financial assets after initial recognition and, where allowed and appropriate, re-evaluates this designation at each financial year-end. Credit loss allowances are recognized on initial recognition of financial assets.

Financial assets classified as held for trading are included in the category "financial assets at fair value through profit or loss". Financial assets are classified as held for trading if they were acquired for the purpose of selling in the near term. Gains or losses on investments held for trading are recognized in profit.

The fair values of the held for sale investments are determined based on prevailing market prices. In cases where quoted market prices are not available, fair value is based on estimates using present value or other valuation techniques.

Borrowings

Borrowings are recognized initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortized cost plus accrued interest; any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the consolidated income statement over the term of the borrowings using the effective interest method.

Derivative Financial Instruments and Hedge Accounting

Nielsen uses derivative financial instruments principally to manage the risk associated with movements in foreign currency exchange rates and the risk that changes in interest rates will affect the fair value or cash flows of its debt obligations. See Note 12 for additional information regarding derivative financial instruments held by the Company and Note 13 for the related risk management strategies.

Transactions qualified as hedges if they were identified as such, and there was a negative correlation between the hedging results and the results of the positions being hedged.

All derivative financial instruments are recognized on the balance sheet at fair value. For derivative financial instruments that qualify for hedge accounting, changes in the fair value are either offset against the change in fair value of the hedged assets, liabilities or firm commitments through profit, or recognized in equity as a comprehensive income component of other reserves until the hedged item is recognized in income, depending on whether the derivative financial instrument is being used to hedge changes in fair value, cash flows or net investments in foreign operations. The ineffective portion of a derivative financial instrument's change in fair value is immediately recognized in the consolidated income statement. The purpose of hedge accounting is to match the impact of the hedged item and the hedging instrument in the consolidated income statement or to match the movements on the net investments due to currency differences with the related hedging instruments in equity. To qualify for hedge accounting, the hedging relationship must meet strict conditions with respect to documentation, probability of occurrence, hedge effectiveness and reliability of measurement.

The Company also evaluates contracts for embedded derivatives, and considers whether any embedded derivatives must be bifurcated, or separated, from the host contracts. If embedded derivatives exist and are not clearly and closely related to the host contract, they are accounted for separately from the host contract as derivatives.

Derecognition of Financial Assets and Liabilities

A financial asset is derecognized when the rights to receive cash flows from the asset have expired, the Company has transferred rights to receive cash flows from the asset, and the Company either has transferred substantially all of the risks and rewards of the asset or has transferred control of the asset.

If the Company retains control over the asset but does not retain a substantial portion of the rights and benefits, the asset is recognized in proportion to the continuing involvement of the Company. Guarantees related to transferred assets are measured at the lower of the original carrying amount of the asset or the maximum amount of consideration that the Company could be required to pay.

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expires.

Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is received. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes.

A significant portion of the Company's revenue is generated from information (primarily retail measurement and consumer panel services) and measurement (primarily from television, radio, online and mobile audiences) services. The Company generally recognizes revenue from the sale of services as the services are performed, which is usually straight lined over the term of the contract(s). Invoiced amounts are recorded as deferred revenue until earned. Substantially all of the Company's customer contracts are non-cancellable and non-refundable.

A discussion of Nielsen's revenue recognition policies, by segment, follows:

Connect

Revenue from the Connect segment consists primarily of retail measurement services, which provide market share, competitive sales volumes and insights into such activities as distribution, pricing, merchandising and promotion, and consumer panel services, which provide clients with insights into shopper behavior such as trial and repeat purchase for new products and likely substitutes as well as customer segmentation. Revenues for these services are recognized over the period during which the performance obligations are satisfied as the customer receives and consumes the benefits provided by the Company and control of the services is transferred to the customer.

The Company also provides consumer intelligence and analytical services that help clients make smarter business decisions throughout their product development and marketing cycles. The Company's performance under these arrangements do not create an asset with an alternative use to the company and generally include an enforceable right to payment for performance completed to date. As such, revenue for these services is typically recognized over time. Revenue for contracts that do not include an enforceable right to payment for performance completed to date is recognized at a point in time when the performance obligation is satisfied, generally upon delivery of the services, and when control of the services is transferred to the customer.

Media

Revenue from our Media segment is primarily generated from television, radio, digital and mobile measurement services which are used by the Company's clients to establish the value of airtime and more effectively schedule and promote their programming. As the customer simultaneously receives and consumes the benefits provided by the Company's performance, revenues for these services is recognized over the period during which the performance obligations are satisfied and control of the service is transferred to the customer.

The Company enters into cooperation arrangements with certain of its customers, under which the customer provides Nielsen with its data in exchange for Nielsen's services. Nielsen records these transactions at fair value, which is determined based on the fair value of goods or services received, if reasonably estimable. If not reasonably estimable, the Company considers the fair value of the goods or services surrendered.

Equity-Settled Share-Based Compensation

A plan in which the Company receives services as consideration for granting or issuing equity instruments of the Company is classified as an equity-settled share-based compensation plan.

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date on which they are granted. The fair value is determined using an appropriate pricing model, further details of which are given in Note 18.

The cost of equity-settled transactions is recognized, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ("the vesting date").

No expense is recognized for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied, provided that all other performance conditions are satisfied.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognized for the award is recognized immediately. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award.

Income Taxes

Nielsen provides for income taxes utilizing the asset and liability method of accounting for income taxes. Under this method, deferred income taxes are recorded to reflect the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts at each balance sheet date, based on enacted or substantially enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable profit. Deferred tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized. The effect on deferred tax assets and liabilities of a change in the tax rates is recognized in the income statement as an adjustment to income tax expense in the period that includes the enactment or substantial enactment date.

Throughout 2020, ongoing federal and international audits were effectively settled in certain tax jurisdictions and the impact was recorded accordingly the financial statements.

Leases

All significant lease arrangements where Nielsen is the lessee are generally recognized on the balance sheet. Right-of-use ("ROU") assets and lease liabilities are recognized at commencement. A lease liability is recognized based on the present value of the future lease payments, and a corresponding ROU asset is recognized. The ROU asset is depreciated over the shorter of the lease term or the useful life of the asset. Lease payments are apportioned between interest expense and the reduction of the lease liability.

Low-value items and short-term leases with a term of 12 months or less are not required to be recognized on the balance sheet and the Company recognized payments made in relation to these leases on a straight line basis on the income statement.

Dividends

Dividends are recorded as a liability in the period in which they are approved.

Non-current assets held for sale and discontinued operations

Nielsen classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the plan to sell the asset and the sale expected to be completed within one year from the date of the classification.

Property, plant and equipment and intangible assets are not depreciated or amortized once classified as held for sale. Assets and liabilities classified as held for sale are presented separately as current items in the statement of financial position.

A disposal group qualifies as discontinued operation if it is a component of an entity that either has been disposed of, or is classified as held for sale, and:

- Represents a separate major line of business or geographical area of operations
- Is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations
  Or
- Is a subsidiary acquired exclusively with a view to resale

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of profit or loss. Additional disclosures are provided in Note 24.

4. Critical Accounting Estimates and Judgments

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The resulting accounting estimates will, by definition, seldom equal the related actual results.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Critical Accounting estimates and assumptions

Estimated Impairment of Goodwill, Intangible Assets and Tangible Assets

Goodwill and other indefinite-lived intangible assets are stated at historical cost less accumulated impairment losses, if any.

Goodwill and other indefinite-lived intangible assets, consisting of certain trade names and trademarks, are each tested for impairment on an annual basis and whenever events or circumstances indicate that the carrying amount of such asset may not be recoverable. We review the recoverability of our goodwill by comparing the estimated recoverable amount of cash-generating units with their respective carrying amounts. We have designated October 1st as the date in which the annual assessment is performed as this timing corresponds with the development of the Company's formal budget and business plan review.

We established, and continue to evaluate, our cash-generating units based on our internal reporting structure and define such cash-generating units at our operating segment level or one level below. The estimates of recoverable amount of a cash-generating unit are determined using a combination of valuation techniques, primarily by an income approach using a discounted cash flow analysis and supplemented by an estimate of fair value less costs to sell which is estimated based upon available market data and data from recent market transactions.

A discounted cash flow analysis requires the use of various assumptions, including expectations of future cash flows, growth rates, discount rates and tax rates in developing the present value of future cash flow projections. Many of the factors used in assessing recoverable amounts are outside of the control of management, and these assumptions and estimates can change in future periods. Changes in assumptions or estimates could materially affect the determination of the recoverable amount of a cash-generating unit, and therefore could affect the amount of potential impairment. The following assumptions are significant to our discounted cash flow analysis:

- *Business projections* – expected future cash flows and growth rates are based on assumptions about the level of business activity in the marketplace as well as applicable cost levels that drive our budget and business plans. The budget and business plans are updated at least annually and are frequently reviewed by management and our Board of Directors. Actual results of operations, cash flows and other factors will likely differ from the estimates used in our valuation, and it is possible that differences and changes could be material. A deterioration in profitability, adverse market conditions and a slower or weaker economic recovery than currently estimated by management could have a significant impact on the estimated recoverable amount of our cash-generating units and could result in an impairment charge in the future. Should such events or circumstances arise, management would evaluate other options available at that time that, if executed, could result in future profitability.
- *Long-term growth rates* – the assumed long-term growth rate representing the expected rate at which a cash-generating unit's earnings stream, beyond that of the budget and business plan period, is projected to grow. These rates are used to calculate the terminal value, or value at the end of the future earnings stream, of our cash-generating units, and are added to the cash flows projected for the budget and business plan period. The long-term growth rate for each cash-generating unit is influenced by general market conditions as well as factors specific to the cash-generating unit such as the maturity of the underlying services. The long-term growth rates we used for each of our cash-generating units in our 2020 evaluation were between 1.5% and 2.5%.
- *Discount rates* – the cash-generating unit's combined future cash flows are discounted at a rate that is consistent with a weighted-average cost of capital that is likely to be used by market participants. The weighted-average cost of capital is our estimate of the overall after-tax rate of return required by equity and debt holders of a business enterprise. The discount rate for each cash-generating unit is influenced by general market conditions as well as factors specific to the cash-generating unit. The discount rates we used in our 2020 evaluation of our cash-generating units were between 11.50% and 12.75%.

These estimates and assumptions vary between each cash-generating unit depending on the facts and circumstances specific to that unit. We believe that the estimates and assumptions we made are reasonable, but they are susceptible to change from period to period.

We also use estimated fair value less cost to sell in estimating the recoverable amount of our cash-generating units. The fair value less cost to sell approach utilizes available market comparisons such as indicative industry multiples that are applied to current year revenue and earnings, next year's revenue and earnings as well as recent comparable transactions.

To validate the reasonableness of the cash-generating unit recoverable amount, we reconcile the aggregate recoverable amount of our cash-generating units to our enterprise market capitalization. Enterprise market capitalization includes, among other factors, the market value of our common stock and the appropriate redemption values of our debt.

During the first quarter of 2020, we determined that the significant decline in Nielsen's market capitalization and impacts of the COVID-19 pandemic indicated that there was a triggering event for an interim assessment. As a result of this, we performed an interim goodwill impairment analysis and determined that the estimated recoverable amounts of the cash-generating units exceeded their carrying values (including goodwill). As such, there was no impairment.

There was no impairment or indicators of impairment noted in the 1 October 2020 assessment. The recoverable amounts exceeded carrying values by more than 20% for each of our cash-generating units.

We perform sensitivity analyses on our assumptions, primarily around both long-term growth rate and discount rate assumptions. Our sensitivity analyses include several combinations of reasonably possible scenarios with regard to these assumptions, including a one percent movement in both our long-term growth rate and discount rate assumptions. When applying these sensitivity analyses, we noted that the recoverable amount was greater than the carrying value for both of our cash-generating units. While management believes that these sensitivity analyses provide a reasonable basis on which to evaluate the recovery of our goodwill, other facts or circumstances may arise that could impact the impairment assessment and therefore these analyses should not be used as a sole predictor of impairment.

The impairment test for other indefinite-lived intangible assets consists of a comparison of the recoverable amount of the intangible asset with its carrying amount. If the carrying amount of the intangible asset exceeds its recoverable amount, an impairment loss is recognized in an amount equal to that excess. The estimates of recoverable amount of trade names and trademarks are determined using a "relief from royalty" discounted cash flow valuation methodology. Significant assumptions inherent in this methodology include estimates of royalty rates and discount rates. Discount rate assumptions are based on an assessment of the risk inherent in the respective intangible assets. Assumptions about royalty rates are based on the rates at which comparable trade names and trademarks are being licensed in the marketplace. As a result of this analysis, we concluded that the recoverable amount was less than the carrying amount for one of our indefinite-lived trade names and recorded a non-cash impairment charge of $88 million within the Connect cash-generating unit. The impairment was primarily a result of change in market comparable data inputs utilized in establishing the discount rate, which resulted in a higher discount rate in the valuation, as well as slightly downward revisions of management's forecasts of future revenues. There was no impairment noted in any period presented with respect to the Company's other indefinite-lived intangible assets.

We perform sensitivity analyses on our assumptions, primarily around both royalty rate and discount rate assumptions. Our sensitivity analyses include several combinations of reasonably possible scenarios with regard to these assumptions, including a 50 basis point movement in both our royalty rate and discount rate assumptions. When applying these sensitivity analyses, we noted that the recoverable amount was greater than the carrying value for the indefinite-lived intangible asset supported by the Media segment. We noted the recoverable amount was less than the carrying value for the indefinite-lived intangible asset supported by the Connect segment when applying these sensitivity analyses, as an impairment charge was recognized in the current period. A 50 basis point increase in the discount rate and a 50 basis point decrease in the royalty rate indicated carrying value exceeded recoverable amount by less than 20%. A 50 basis point decrease in the discount rate and a 50 basis point increase in the royalty rate indicated the recoverable amount exceeded carrying value by less than 20%. While management believes that these sensitivity analyses provide a reasonable basis on which to evaluate the recovery of our indefinite-lived assets, other facts or circumstances may arise that could impact the impairment assessment and therefore these analyses should not be used as a sole predictor of impairment.

Tangible Assets

Nielsen is required to assess whether the value of Nielsen's long-lived assets, including Nielsen's buildings, improvements, technical and other equipment, and amortizable intangible assets have been impaired whenever events or changes in circumstances indicate that the carrying amount of the assets might not be recoverable. We do not perform a periodic assessment of assets for impairment in the absence of such information or indicators. Conditions that would necessitate an impairment assessment include a significant decline in the observable market value of an asset, a significant change in the extent or manner in which an asset is used or a significant adverse change that would indicate that the carrying amount of an asset or group of assets is not recoverable. Recoverability of assets that are held and used is measured by comparing the carrying value to the recoverable amount. If impairment is considered to exist, the impairment charge is measured using an estimation of the assets' recoverable amount, typically using a discounted cash flow method. The identification of impairment indicators, the estimation of future cash flows and the determination of recoverable amounts for assets (or groups of assets) requires us to make significant judgments concerning the identification and validation of impairment indicators, expected cash flows and applicable discount rates. These estimates are subject to revision as market conditions and Nielsen's assessments change.

Self-Developed Software

Nielsen capitalizes software development costs with respect to major internal use software initiatives or enhancements. The costs are capitalized from the time that the preliminary project stage is completed, and we consider it probable that the software will be used to perform the function intended until the time the software is placed in service for its intended use. Once the software is placed in service, the capitalized costs are generally amortized over periods of three to seven years. If events or changes in circumstances indicate that the carrying value of software may not be recovered, a recoverability analysis is performed based on estimated to be generated from the software in the future. If the analysis indicates that the carrying value is not recoverable from future cash flows, the software cost is written down to estimated recoverable amount and an impairment is recognized. These estimates are subject to revision as market conditions and as Nielsen's assessments change. No impairment indicators were noted for other long-lived assets for the year ended 31 December 2019. The Company's impairment assessments resulted in the recognition of a non-cash self-developed software asset impairment charge of $48 million during the year ended 31 December 2020. No impairment indicators were noted for self-developed software for the year ended 31 December 2019.

Income Taxes

Nielsen provides for income taxes utilizing the asset and liability method of accounting for income taxes. Under this method, deferred income taxes are recorded to reflect the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts at each balance sheet date, based on enacted or substantially enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable profit. Deferred tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized. The effect on deferred tax assets and liabilities of a change in the tax rates is recognized in the income statement as an adjustment to income tax expense in the period that includes the enactment or substantial enactment date.

Pension Costs

The determination of benefit obligations and expenses is based on actuarial models. In order to measure benefit costs and obligations using these models, critical assumptions are made with regard to the discount rate. Management reviews these critical assumptions at least annually. Other assumptions involve demographic factors such as turnover, retirement and mortality rates. Management reviews these assumptions annually and updates them as necessary. The effect of changing these assumptions is described in Note 16.

The most significant accounting policies in determining the financial condition and results of the Company, and those requiring the most subjective or complex judgment, relate to and are in the following notes:

- Unrecognized deferred tax assets (Note 19)
- The identification of cash generating units and assumptions used in the impairment testing of goodwill (Note 9)
- The measurement of retirement benefit obligations (Note 16)
- The identification of intangible assets acquired in business combinations (Note 7)

Critical Accounting judgements

Assets held for sale

On 31 October 2020, Nielsen entered into the Connect Sale Agreement to sell its Global Connect business. The Connect Transaction was unanimously approved by the Company's Board of Directors. The Connect sale resulted in the Global Connect segment being classified as a disposal group held for sale as of 1 November 2020. The Global Connect business met the criteria to be classified as held for sale at 1 November 2020 as management is committed to a plan to sell, it is available for immediate sale and can be sold to the buyer in its current condition; the actions to complete the sale to affiliates of Advent International Corporation are expected to be completed within one year from the date of initial classification and as of that date actions required to complete the sale indicate that it is unlikely that the plan will significantly change or be withdrawn. Subsequent to 1 November 2020, the Connect Transaction was approved by the Company's shareholders at a special meeting on 11 February 2021. The Connect Transaction closed on 5 March 2021.

As of 1 November 2020, Nielsen ceased depreciating the non-current assets classified as held for sale. In addition, the debt covenants of our term loan facilities require the net proceeds from the Connect sale to be utilized to repay debt. As such, the expected payments have been included within liabilities held for sale. For more details on the Assets held for sale and discontinued operation, refer to Note 24.

5. Revenue Recognition

Revenue is measured based on the consideration specified in a contract with a customer. The Company recognizes revenue when it satisfies a performance obligation by transferring control of a product or service to a customer, which generally occurs over time. Substantially all of the Company's customer contracts are non-cancelable and non-refundable.

The following is a description of principal activities, by reportable segment, from which the Company generates its revenues.

Revenue from the Media segment is primarily generated from television, radio, digital and mobile audience measurement services and analytics which are used by the Company's media clients to establish the value of airtime and more effectively schedule and promote their programming and the Company's advertising clients and optimize their spending. As the customer simultaneously receives and consumes the benefits provided by the Company's performance, revenues for these services are recognized over the period during which the performance obligations are satisfied and control of the service is transferred to the customer.

Revenue from the Connect segment consists primarily of measurement services, which include the Company's core tracking and scan data (primarily transactional measurement data and consumer behavior information) to businesses in the consumer packaged goods industry. Nielsen's data is used by its clients to measure their market share, tracking billions of sales transactions per month in retail outlets around the world. Revenues for these services are recognized over the period during which the performance obligations are satisfied as the customer receives and consumes the benefits provided by the Company and control of the services are transferred to the customer.

The Company also provides consumer intelligence and analytical services that help clients make smarter business decisions throughout their product development and marketing cycles. The Company's performance under these arrangements do not create an asset with an alternative use to the company and generally include an enforceable right to payment for performance completed to date, as such, revenue for these services is typically recognized over time. Revenue for contracts that do not include an enforceable right to payment for performance completed to date is recognized at a point in time when the performance obligation is satisfied, generally upon delivery of the services, and when control of the service is transferred to the customer.

The Company enters into cooperation arrangements with certain customers, under which the customer provides Nielsen with its data in exchange for Nielsen's services. Nielsen records these transactions at fair value, which is determined based on the fair value of goods or services received, if reasonably estimable. If not reasonably estimable, the Company considers the fair value of the goods or services surrendered.

The table below sets forth the Company's revenue disaggregated by major product offerings for Media and Connect by timing of revenue recognition.

	Year Ended 31 December	
	2020	2019
Media Segment		
Audience Measurement	$ 2,455	2,471
Plan/Optimize	906	970
Media	**$ 3,361**	**$ 3,441**
Connect Segment		
Measure	$ 2,073	$ 2,161
Predict/Activate	856	896
Connect	**$ 2,929**	**$ 3,057**
Total prior to discontinued operations	**$ 6,290**	**$ 6,498**
Discontinued operations(1)	$ (2,929)	(3,057)
Nielsen Total	**$ 3,361**	**3,441**
<u>**Timing of revenue recognition**</u>		
Products transferred at a point in time	$ 624	$ 576
Products and services transferred over time	5,666	5,922
Total prior to discontinued operations	**$ 6,290**	**$ 6,498**
Discontinued operations		
Products transferred at a point in time	$ (282)	$ (290)
Products and services transferred over time	(2,647)	(2,767)
Total discontinued operations(1)	**(2,929)**	**(3,057)**
Nielsen Total	**$ 3,361**	**$ 3,441**

(1) See Note 24 "Discontinued Operations".

Contract Assets and Liabilities

Contract assets represent the Company's rights to consideration in exchange for services transferred to a customer that have not been billed as of the reporting date. While the Company's rights to consideration are generally unconditional at the time its performance obligations are satisfied, under certain circumstances the related billing occurs in arrears, generally within one month of the services being rendered.

At the inception of a contract, the Company generally expects the period between when it transfers its services to its customers and when the customer pays for such services will be one year or less. The Company has elected to apply the practical expedient to not adjust the promised amount of consideration for the effects of a significant financing component.

Contract liabilities relate to advance consideration received or the right to consideration that is unconditional from customers for which revenue is recognized when the performance obligation is satisfied and control transferred to the customer.

The table below sets forth the Company's contract assets and contract liabilities from contracts with customers.

	Year Ended 31 December	
(IN MILLIONS)	**2020**	**2019**
Contract assets	$ 256	$ 218
Assets held for sale(1)	$ 141	$ 133
Contract liabilities	$ 370	$ 346
Liabilities held for sale(1)	$ 235	215

(1) See Note 24 "Discontinued Operations".

The increase in the contract assets balance during the period was primarily due to $222 million of revenue recognized that was not billed, in accordance with the terms of the contracts, as of December 31, 2020, offset by $186 million of contract assets included in the December 31, 2019 balance that were invoiced to Nielsen's clients and therefore transferred to trade receivables

The increase in the contract liability balance during the period was primarily due to $339 million of advance consideration received or the right to consideration that is unconditional from customers for which revenue was not recognized during the period, offset by $324 million of revenue recognized during the period that had been included in the 31 December 2019 contract liability balance.

Transaction Price Allocated to the Remaining Performance Obligations

As of 31 December 2020, approximately $4.1 billion of revenue from continuing operations is expected to be recognized from remaining performance obligations that are unsatisfied (or partially unsatisfied) for Nielsen's services. This amount excludes variable consideration allocated to performance obligations related to sales and usage based royalties on licenses of intellectual property.

The Company expects to recognize revenue on approximately 82% of these remaining performance obligations through 31 December 2022, with the balance recognized thereafter.

As of 31 December 2020, approximately $2.1 billion of revenue from discontinued operations is expected to be recognized from remaining performance obligations that are unsatisfied (or partially unsatisfied) for services within discontinued operations. This amount excludes variable consideration allocated to performance obligations related to sales and usage based royalties on licenses of intellectual property.

Nielsen Global Connect expects to recognize revenue on approximately 85% of these remaining performance obligations through 31 December 2022, with the balance recognized thereafter.

Deferred Costs

Incremental direct costs incurred to build the infrastructure to service new contracts are capitalized as a contract cost. As of 31 December 2020 and 2019, the balances of such capitalized costs were $16 million and $11 million, respectively. These costs are typically amortized through cost of revenues over the original contract period beginning when the infrastructure to service new clients is ready for its intended use. The amortization of these costs for the year ended 31 December 2020 and 2019 was $7 million and $8 million, respectively. There was no impairment loss recorded in any of the periods recorded.

As of December 31, 2020 and 2019 the balance of such capitalized costs associated with Nielsen Global Connect were $13 million and $11 million. The amortization of these costs for the year ended 31 December 2020 and 2019 was $7 million and $8 million. There was no impairment loss recorded in any of the periods presented.

6. Changes in and Reclassification out of Accumulated Other Comprehensive Loss by Component

The table below summarizes the changes in accumulated other comprehensive loss, net of tax, by component for the year ended 31 December 2020.

(IN MILLIONS)	Currency Translation Adjustments	Cash Flow Hedges	Actuarial Gains and Losses	Total
Balance 1 January 2019	$ (799)	$ 11	$ (165)	$ (953)
Other comprehensive income/(loss) before reclassifications	5	(23)	(51)	(69)
Amounts reclassified from accumulated other comprehensive income	—	(7)	—	(7)
Net current period other comprehensive income/(loss)	5	(30)	(51)	(76)
Net current period other comprehensive loss attributable to non-controlling interest	2	—	—	2
Net current period other comprehensive income/(loss) attributable to Nielsen shareholders	3	(30)	(51)	(78)
Balance 31 December 2019	$ (796)	$ (19)	$ (216)	$ (1,031)
Other comprehensive income/(loss) before reclassifications	(44)	(37)	(33)	(114)
Amounts reclassified from accumulated other comprehensive income	—	17	—	17
Net current period other comprehensive income/(loss) attributable to Nielsen shareholders	(44)	(20)	(33)	(97)
Balance 31 December 2020	$ (840)	$ (39)	$ (249)	$ (1,128)

The table below summarizes the reclassification of accumulated other comprehensive loss by component for the year ended 31 December 2020:

(IN MILLIONS)	Amount Reclassified from Accumulated Other Comprehensive Loss		
Details about Accumulated Other Comprehensive Income components	Year Ended 31 December 2020	2019	Affected Line Item in the Consolidated Statement of Operations
Cash flow hedges			
Interest rate contracts	$ 23	$ (9)	Interest (income)/expense
	(6)	2	(Benefit)/provision for income taxes
Total reclassification for the period	$ 17	$ (7)	Total, net of tax

7. Business Acquisitions

Acquisitions

For the year ended 31 December 2020, Nielsen paid cash consideration of $30 million associated with current period acquisitions, net of cash acquired. Had these 2020 acquisitions occurred as of 1 January 2020, the impact on Nielsen's consolidated results of operations would not have been material.

For the year ended 31 December 2019, Nielsen paid cash consideration of $61 million associated with current period acquisitions, net of cash acquired. Had these 2019 acquisitions occurred as of 1 January 2019, the impact on Nielsen's consolidated results of operations would not have been material.

8. Leases

All significant lease arrangements where Nielsen is the lessee are generally recognized on the balance sheet. Right-of-use ("ROU") assets and lease liabilities are recognized at commencement. A lease liability is recognized based on the present value of the future lease payments, and a corresponding ROU asset is recognized. The ROU asset is depreciated over the shorter of the lease term or the useful life of the asset. Lease payments are apportioned between interest expense and the reduction of the lease liability.

Low-value items and short-term leases with a term of 12 months or less are not required to be recognized on the balance sheet and the Company recognized payments made in relation to these leases on a straight line basis on the income statement.

Nielsen has ROU assets for real estate facilities, servers, computer hardware, and other equipment. Nielsen's leases have remaining lease terms of 1 year to 30 years, some of which include options to extend the leases for up to 5 years, and some of which include options to terminate the leases within 1 year.

The following table summarizes the amounts of leases by asset type:

(IN MILLIONS) [open]	Land and Buildings	Information and Communication Equipment	Other	Total
Net book value 1 January 2019	$ 433	$ 93	$ 39	$ 565
Transfers	—	8	—	8
Additions	41	39	2	82
Depreciation for the period	(96)	(51)	(18)	(165)
Restructuring	(18)	—	—	(18)
Other movements	(7)	1	(2)	(8)
Net book value 31 December 2019	$ 433	$ 93	$ 39	$ 565
Additions	86	52	14	152
Depreciation for the period	(91)	(50)	(19)	(160)
Restructuring	(13)	—	—	(13)
Other movements	8	—	—	8
Assets held for sale(1)	(223)	(38)	(11)	(272)
Net book value 31 December 2020	$ 198	$ 57	$ 24	$ 279
At 31 December 2020				
Cost	334	175	24	533
Accumulated depreciation	(136)	(118)	—	(254)
Net book value 31 December 2020	198	57	24	279
At 31 December 2019				
Cost	$ 603	$ 225	$ 57	$ 885
Accumulated depreciation	(170)	(132)	(18)	(320)
Net book value 31 December 2019	$ 433	$ 93	$ 39	$ 565

(1) See Note 24 "Discontinued Operations". Depreciation expense from discontinued operations was $77 million and $86 million for the years ended 31 December 2020 and 2019, respectively.

Depreciation expense from continuing operations was $83 million and $79 million for the years ended 31 December 2020 and 2019.

The components of lease expense were as follows:

(in millions)	Year Ended 31 December 2020	Year Ended 31 December 2019
Lease expense:		
Depreciation of right-of-use assets(1)	$ 165	$ 172
Interest expense on lease liabilities	27	30
Total lease expense	192	202
Lease expense from discontinued operations	90	102
Lease expense from continuing operations	102	100
Low value assets expense	3	5
Sublease income	(3)	(3)
Total lease expense	$ 192	$ 204

(1) Includes $5 million of amortization expense for purchased software that is included in other intangible assets, net. See note 9 “Goodwill and other intangible assets”.

Nielsen recognized rental income received under subleases from leases of $3 million and $3 million for the years ended 31 December 2020 and 2019, respectively. At 31 December 2020, Nielsen had aggregate future proceeds to be received under operating lease sub-lease guarantees of $4 million.

The following table summarizes the amounts of lease liabilities:

(IN MILLIONS)	Land and Buildings	Information and Communication Equipment	Other	Total
31 December 2020				
Current	$ 104	$ 52	$ 16	$ 172
Non-current	362	58	22	442
Total	$ 466	$ 110	$ 38	$ 614
31 December 2019				
Current	$ 99	$ 41	$ 24	$ 164
Non-current	380	55	26	461
Total	$ 479	$ 96	$ 50	$ 625

Note: Lease liabilities are included in Borrowings and other financing on the face of the balance sheet. See Note 12 "Borrowings and Other Financing" for further information.

Supplemental balance sheet information related to leases was as follows:

(in millions)	31 December 2020	31 December 2019
Right-of-use-assets		
Leases, gross	$ 984	$ 885
Accumulated depreciation	(433)	(320)
Leases, net	$ 551	$ 565
Other intangible assets, gross	$ 27	$ 24
Accumulated amortization	(20)	(13)
Other intangible assets, net(1)	$ 7	$ 11
Lease liabilities		
Accounts payable and other current liabilities	172	164
Long-term debt and finance lease obligations	442	461
Total lease liabilities	$ 614	$ 625
Other information		
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flows used in leases	(27)	(30)
Financing cash flows used in leases	(165)	(172)

(1) Assets are included in other intangible assets, net, on the consolidated balance sheet. See Note 9 "Goodwill and other intangible assets".

Annual maturities of Nielsen's lease liabilities are as follows:

(in millions)	Finance Leases
Within 1 year	$ 182
Between 1-5 years	379
Longer than 5 years	140
Total lease payments	701
Less imputed interest	(87)
Total	$ 614

9. Goodwill and Other Intangible Assets

Goodwill

Goodwill and other indefinite-lived intangible assets, consisting of certain trade names and trademarks, are each tested for impairment on an annual basis and whenever events or circumstances indicate that the carrying amount of such asset may not be recoverable. Nielsen has designated October 1st as the date in which the annual assessment is performed as this timing corresponds with the development of the Company's formal budget and business plan review. Nielsen reviews the recoverability of its goodwill by comparing the estimated recoverable amounts of cash-generating units with their respective carrying amounts. The Company established, and continues to evaluate, its cash-generating units based on its internal reporting structure and defines such cash-generating units at its operating segment level. The estimates of recoverable value of a cash-generating unit are determined as the higher of the estimated value in use (calculated using a discounted cash flow analysis) or fair value less costs to sell which is estimated based upon available market data and data from recent market transactions.

A discounted cash flow analysis requires the use of various assumptions, including expectations of future cash flows, growth rates, discount rates and tax rates in developing the present value of future cash flow projections. The fair value less cost to sell has been estimated utilizing available market comparisons such as indicative industry multiples that are applied to current year revenue and earnings as well as recent comparable transactions.

Nielsen conducted the annual assessment as of 1 October 2020 and concluded that there was no impairment based upon value in use.

Prior to the annual assessment date, during the first quarter of 2020, despite the excess recoverable amounts identified in our 2019 impairment assessment, we determined that the significant decline in Nielsen's market capitalization and impacts of the COVID-19 pandemic indicated that there was a triggering event for an interim assessment. As a result, we reviewed our previous forecasts and assumptions based on our projections that are subject to various risks and uncertainties, including: forecasted revenues, expenses and cash flows, including the duration and extent of impact to our business from the COVID-19 pandemic, current discount rates, the reduction in Nielsen's market capitalization, and observable market transactions.

Based on our interim impairment assessment as of 31 March 2020, we determined that the estimated recoverable amounts of the cash-generating units exceeded their carrying values (including goodwill), thus no impairment was recorded.

The table below summarizes the changes in the carrying amount of goodwill:

(IN MILLIONS)	2020	2019
Opening balance	$ 6,179	$ 7,272
Additions—current year acquisitions	20	27
Dispositions	(3)	(7)
Impairments	-	(1,104)
Assets held for sale(1)	(360)	-
Effect of foreign currency translation	30	(9)
Balance, 31 December	$ 5,866	$ 6,179
At 31 December		
Gross	$ 6,611	$ 9,339
Accumulated impairment charges	(745)	(3,160)
Net book value	$ 5,866	$ 6,179

(1) See Note 24 "Discontinued Operations".

Nielsen's annual impairment assessments resulted in no impairment for the year ended 31 December 2020, and an impairment for the Connect cash-generating unit of $1,104 million for the year ended 31 December 2019. See Note 4 for the impairment assessment methodology.

As described further in Note 22, Nielsen aligns its operating segments in order to conform to management's current reporting, which is reflective of service offerings by industry. Management aggregates such operating segments into two reportable segments: Connect and Media.

Other Intangible Assets

The indefinite lived intangibles represent trade names and trademarks purchased through the effect of a business combination. Certain of the trade names associated with Nielsen are deemed indefinite-lived intangible assets, as their associated Nielsen brand awareness and recognition has existed for over 50 years and Nielsen intends to continue to utilize these trade names. There are also no legal, regulatory, contractual, competitive, economic or other factors that may limit their estimated useful lives. Nielsen reconsiders the remaining estimated useful life of indefinite-lived intangible assets each reporting period. The indefinite lived intangibles do not generate cash flows independently from the cash generating units and are supported from the cash flows from the respective cash generating units.

The impairment test for other indefinite-lived intangible assets consists of a comparison of the recoverable amounts of the intangible asset with its carrying amount. If the carrying amount of the intangible asset exceeds its recoverable amounts, an impairment loss is recognized in an amount equal to that excess. The estimates of recoverable amounts of trade names and trademarks are determined using a "relief from royalty" discounted cash flow valuation methodology. Significant assumptions inherent in this methodology include estimates of royalty rates and discount rates. Discount rate assumptions are based on an assessment of the risk inherent in the respective intangible assets. Assumptions about royalty rates are based on the rates at which comparable trade names and trademarks are being licensed in the marketplace. As a result of this testing, Nielsen concluded that the recoverable was less than the carrying amount for our indefinite-lived intangible asset supported by the cashflows within our Connect segment and recorded a non-cash impairment charge of $88 million. The impairment was primarily a result of change in market comparable data inputs utilized in establishing the discount rate, which resulted in a higher discount rate in the valuation, as well as slightly downward revisions of management's forecasts of future revenues. There was no impairment noted in any period presented with respect to the Company's other indefinite-lived intangible asset compared to Nielsen's last assessment.

Nielsen is required to assess whether the value of the Company's amortizable intangible assets have been impaired whenever events or changes in circumstances indicate that the carrying amount of the assets might not be recoverable. Nielsen does not perform a periodic assessment of assets for impairment in the absence of such information or indicators. Conditions that would necessitate an impairment assessment include a significant decline in the observable market value of an asset, a significant change in the extent or manner in which an asset is used or a significant adverse change that would indicate that the carrying amount of an asset or group of assets is not recoverable. If impairment indicators exist, the impairment charge is measured using an estimation of the assets' recoverable amount, typically using a discounted cash flow method. The identification of impairment indicators, the estimation of future cash flows requires Nielsen to make significant judgments concerning the identification and validation of impairment indicators, expected cash flows and applicable discount rates. These estimates are subject to revision as market conditions and the Company's assessments change.

During 2020, Nielsen decided to exit smaller, underperforming markets and non-core businesses and product line and concluded that this decision represented an impairment indicator for the long-lived assets within those markets and businesses. In addition, during the fourth quarter of 2020, Nielsen identified a change in the extent to which certain self-developed software would be utilized and concluded this represented an impairment indicator. To the extent that impairment indicators existed, we measured an impairment charge using a discounted cash flow method for estimation of the assets' recoverable amount. The non-cash impairment charge associated with amortizable intangibles of $43 million was recorded in the fourth quarter ended December 31, 2020, which primarily related to internally developed software within our Connect Segment. The non-cash impairment charge was $67 million for the year ended December 31, 2020 of which $29 million was recorded within our Media Segment and $38 million was recorded within our Connect Segment.

There was no impairment or indicators of impairment noted in 2019 with respect to the Company's amortizable intangible assets.

The table below summarizes the changes in the carrying amount of the other indefinite lived intangible assets:

(IN MILLIONS)	2020	2019
Opening balance	$ 1,921	$ 1,921
Impairment	(88)	—
Effect of foreign currency translation	—	—
Balance, 31 December	$ 1,833	$ 1,921

The table below summarizes the carrying amounts of other indefinite lived intangible assets by cash-generating unit at 31 December:

(IN MILLIONS)	2020	2019
Connect(1)	$ 1,129	$ 1,217
Media	704	704
Total	$ 1,833	$ 1,921

(1) Pursuant to the Connect Transaction discussed in "Note 1: Corporate Information," Nielsen will grant Advent a license to brand its products and services with the Nielsen name and other Nielsen trademarks for 20 years following the closing of the Connect Transaction. The Nielsen indefinite-lived trade name was historically recognized within the Connect segment. However, as this indefinite-lived trade name will be retained by Nielsen as part of the Connect Transaction, the trade name is excluded from assets held for sale.

The table below summarizes the carrying amounts of other indefinite lived intangible assets and amortizable intangible assets at 31 December:

(IN MILLIONS)	2020	2019
Indefinite lived intangibles	$ 1,833	$ 1,921
Amortizable intangibles	2,951	3,194
Total	$ 4,784	$ 5,115
Assets held for sale	(950)	-
Total Nielsen	$ 3,834	$ 5,115

Intangible Assets Subject to Amortization

The following table summarizes the changes in the carrying amounts of amortizable intangible assets:

(IN MILLIONS)	Customer-related intangibles	Tradenames and Trademarks	Software(1)	Internally Generated Intangibles(2)	Other	Content Database(3)	Total
Net book value 1 January 2019	$ 1,705	$ 37	$ 1,334	$ 72	$ 49	$ 141	$ 3,338
Additions	—	—	399	23	5	—	427
Net additions from acquisitions and other purchase price adjustments	7	4	28	—	4	1	44
Net disposals	(1)	—	(15)	—	—	—	(16)
Net transfers	—	—	—	—	1	—	1
Amortization for the period	(162)	(7)	(384)	(21)	(16)	(14)	(604)
Effect of foreign currency translation	1	—	4	—	(1)	—	4
Net book value, 31 December 2019	$ 1,550	$ 34	$ 1,366	$ 74	$ 42	$ 128	$ 3,194
Additions	—	—	430	34	6	—	470
Net additions from acquisitions and other purchase price adjustments	5	2	9	—	—	1	17
Net disposals	(1)	—	(6)	—	—	—	(7)
Net impairments	(19)		(48)				(67)
Amortization for the period	(148)	(6)	(471)	(18)	(13)	(14)	(670)
Assets held for sale(4)	(271)	(11)	(603)	(64)	(1)	—	(950)
Effect of foreign currency translation	4	—	10	—	—	—	14
Net book value, 31 December 2020	$ 1,120	$ 19	$ 687	$ 26	$ 34	$ 115	$ 2,001
At 31 December 2020							
Cost	$ 2,708	$ 118	$ 1,393	$ 34	$ 169	$ 168	$ 4,590
Accumulated amortization	(1,588)	(99)	(706)	(8)	(135)	(53)	(2,589)
Net book value 31 December 2020	$ 1,120	$ 19	$ 687	$ 26	$ 34	$ 115	$ 2,001
At 31 December 2019							
Cost	$ 3,321	$ 142	$ 2,638	$ 267	$ 209	$ 168	$ 6,745
Accumulated amortization	(1,771)	(108)	(1,272)	(193)	(167)	(40)	(3,551)
Net book value 31 December 2019	$ 1,550	$ 34	$ 1,366	$ 74	$ 42	$ 128	$ 3,194

(1) Software includes $1,257 million and $1,330 million of internally developed software and $33 million and $36 million of purchased software at 31 December 2020 and 2019, respectively. Internally developed software additions during 2020 and 2019 include $414 million and $391 million, respectively. Includes $27 million and $24 million of lease assets and $19 million $13 million of accumulated amortization. Depreciation expense for lease assets was $5 million $7 million for the years ended 31 December 2020 and 2019, respectively.

(2) Internally generated intangibles represent incremental direct costs incurred related to establishing or significantly expanding a panel in a designated market and costs incurred to build the infrastructure to service new clients.

(3) The content databases were acquired as part of the Gracenote acquisition on 1 February 2017. These databases represent metadata used in Gracenote's Video, Music/Auto and Sports product offerings that is not easily replicated due to its quantity and the relationships needed to acquire the data. The estimated remaining useful life of these content databases is 12 to 16 years.

(4) See Note 24 "Discontinued Operations". Amortization expense for discontinued operations for the years ended 31 December 2020 and 2019 was $207 million and $226 million respectively.

Amortization expense from continuing operations was $463 million and $375 million for the years ended 31 December 2020 and 2019, respectively.

The Company's impairment assessments resulted in the recognition of a non-cash impairment charge associated with amortizable intangibles of $67 million that was recorded during the year ended December 31, 2020, which primarily related to internally developed software of which $29 million was recorded within our continuing operations and $38 million was recorded within our discontinued operations. The non-cash impairment charge associated with indefinite-lived assets was $88 million for the year ended December 31, 2020 that was recorded within our continuing operations. Impairment charges for the year ended 31 December 2019 were insignificant.

10. Property, Plant and Equipment

The following table summarizes the amounts of property, plant and equipment:

(IN MILLIONS)	Land and Buildings	Information and Communication Equipment	Other	Total
Net book value 1 January 2019	$ 187	$ 247	$ 34	$ 468
Additions	14	88	15	117
Finance leases reclassified to Right-of-use assets(1)	(90)	(94)	(3)	(187)
Disposals	(8)	(2)	(1)	(11)
Depreciation for the period(2)	(18)	(77)	(8)	(103)
Effect of foreign currency translation and other movements	1	—	—	1
Net book value 31 December 2019	$ 86	$ 162	$ 37	$ 285
Additions	11	75	1	87
Disposals	(2)	(1)	(1)	(4)
Depreciation for the period(2)	(16)	(67)	(7)	(90)
Assets held for sale(2)	(54)	(66)	(13)	(133)
Effect of foreign currency translation and other movements	—	3	—	3
Net book value 31 December 2020	$ 25	$ 106	$ 17	$ 148
At 31 December 2020				
Cost	$ 98	$ 624	$ 95	$ 817
Accumulated depreciation	(73)	(518)	(78)	(669)
Net book value 31 December 2020	$ 25	$ 106	$ 17	$ 148
At 31 December 2019				
Cost	$ 265	$ 1,110	$ 180	$ 1,555
Accumulated depreciation	(179)	(948)	(143)	(1,270)
Net book value 31 December 2019	$ 86	$ 162	$ 37	$ 285

(1) The adoption of IFRS 16 Leases amended the classification of finance lease assets that were previously presented in property plant & equipment to be separately presented as right-of-use-assets on the balance sheet. See Note 8 "Leases" for additional information.

(2) See Note 24 "Discontinued Operations". Depreciation expense from discontinued operations was $36 million and $57 million for the years ended 31 December 2020 and 2019, respectively.

Depreciation expense from continuing operations was $54 million and $46 million for the years ended 31 December 2020 and 2019, respectively.

11. Trade and other receivables and Trade and other payables

Trade and other receivables

(IN MILLIONS)	31 December 2020	31 December 2019
Gross trade receivables	$ 898	$ 842
Less: allowances	(41)	(28)
	857	814
Contract assets	235	218
Other receivables	62	71
Assets held for sale(1)	(689)	-
Total	$ 465	$ 1,103

(1) See Note 24 "Discontinued Operations".

Other receivables consist mainly of accrued income none of which are deemed uncollectable.

Trade receivables are non-interest bearing and are generally on 30-90 days' terms.

Trade receivables at nominal value of $41 million and $28 million at 31 December 2020 and 2019, respectively, were considered uncollectable and fully provided for. Movements in the allowances were as follows:

(IN MILLIONS)	
At 1 January 2019	$ 31
Charge for the year	2
Deductions	(5)
At 31 December 2019	28
Charge for the year	18
Deductions	(5)
At 31 December 2020	$ 41

As of 31 December, the aging analysis of trade receivables not deemed uncollectable is as follows:

(IN MILLIONS)	31 December 2020	31 December 2019
Neither past due nor impaired	$ 691	$ 677
1-30 days overdue	99	53
31-60 days overdue	31	47
61-90 days overdue	29	26
91 days and more	7	11
Total	$ 857	$ 814

Trade and Other Payables

The following table summarizes the amounts of trade and other payables:

(IN MILLIONS)	31 December 2020	31 December 2019
Trade payables	$ 232	$ 230
Personnel costs	236	303
Outside services	121	105
Other(1)	375	335
Liabilities directly associated with assets held for sale(2)	(590)	-
Total	$ 374	$ 973

(1) Other includes multiple items, none of which are individually significant.
(2) See Note 24 "Discontinued Operations".

Trade payables, outside services and other are non-interest bearing and are normally settled on terms negotiated with each supplier. Personnel cost payables are non-interest bearing and are normally settled based on customs and legislation in each of the countries we operate in.

12. Borrowings and Other Financing

Unless otherwise stated, interest rates are as of 31 December 2020.

	31 December 2020			31 December 2019		
(IN MILLIONS)	**Weighted Interest Rate**	**Carrying Amount**	**Fair Value**	**Weighted Interest Rate**	**Carrying Amount**	**Fair Value**
$1,125 million Senior secured term loan (LIBOR based variable rate of 1.90%) due 2023		1,051	1,045		1,088	1,079
$2,303 million Senior secured term loan (LIBOR based variable rate of 2.15%) due 2023		2,242	2,236		2,269	2,273
€545 million Senior secured term loan (Euro LIBOR based variable rate of 2.50%) due 2023		360	357		604	606
€660 million Senior secured term loan (Euro LIBOR based variable rate of 3.75%) due 2025		790	805		—	—
$550 million Senior secured term loan (LIBOR based variable rate of 4.75%) due 2025		536	550		—	—
Total senior secured credit facilities (with weighted average interest rate)	**2.95%**	**4,979**	**4,993**	**3.52%**	**3,961**	**3,958**
$800 million 4.50% senior debenture loan due 2020		—	—		808	802
$425 million 5.50% senior debenture loan due 2021		152	151		631	629
$2,300 million 5.00% senior debenture loan due 2022		832	828		2,317	2,312
$500 million 5.00% senior debenture loan due 2025		508	514		—	—
$1,000 million 5.625% senior debenture loan due 2028		1,000	1,088		—	—
$750 million 5.875% senior debenture loan due 2030		751	846		507	516
Total debenture loans (with weighted average interest rate)	**5.22%**	**3,243**	**3,427**	**5.22%**	**4,263**	**4,259**
Other loans		—	—		1	1
Total long-term debt	**4.02%**	**8,222**	**8,420**	**4.40%**	**8,225**	**8,218**
Lease obligations		614			625	
Bank overdrafts		—			—	
Liabilities directly associated with assets held for sale(1)		**(1,633)**			—	
Total debt and other financing arrangements		**7,203**			**8,850**	
Less: Current portion of long-term debt, finance lease obligations and other short-term borrowings		(379)			(1,086)	
Non-current portion of long-term debt and finance lease obligations		**$ 6,824**			**$ 7,764**	

(3) See Note 24 “Discontinued Operations”.

The carrying amounts of Nielsen's long-term debt are denominated in the following currencies:

(IN MILLIONS)	31 December 2020	31 December 2019
U.S. Dollars	$ 7,073	$ 7,621
Euro	1,149	604
	$ 8,222	$ 8,225

The table below shows the maturity profile of Nielsen's debt based on contractual undiscounted payments:

	31 December 2020		31 December 2019	
(IN MILLIONS)	Principal	Interest	Principal	Interest
Less than 1 year	$ 224	$ 311	$ 854	$ 354
1 to 5 years	6,201	915	7,310	684
Thereafter	1,741	189	—	—
	$ 8,166	$ 1,415	$ 8,164	$ 1,038

Loans and other borrowings comprise the liabilities included in the financing activities section of the Group statement of cash flows and their movements are analyzed as follows for the years ended 31 December 2019 and 2020:

(IN MILLIONS)	1 January 2020	Cash Flows	Foreign Currency	Additions	Other/Transfer	31 December 2020
$1,125 million Senior secured term loan (LIBOR based variable rate of 1.90%) due 2023	$ 1,088	$ (35)	$ —	$ —	$ (2)	$ 1,051
$2,303 million Senior secured term loan (LIBOR based variable rate of 2.15%) due 2023	2,269	(23)	—	—	(4)	2,242
€545 million Senior secured term loan (Euro LIBOR based variable rate of 2.50%) due 2023	604	(278)	34	—	—	360
€660 million Senior secured term loan (Euro LIBOR based variable rate of 3.75%) due 2025	—	(3)	76	729	(12)	790
$550 million Senior secured term loan (LIBOR based variable rate of 4.75%) due 2025	—	(3)	—	550	(11)	536
$800 million 4.50% senior debenture loan due 2020	808	(800)	—	—	(8)	—
$425 million 5.50% senior debenture loan due 2021	631	(475)			(4)	152
$2,300 million 5.00% senior debenture loan due 2022	2,317	(1,475)			(10)	832
$500 million 5.00% senior debenture loan due 2025	507	—	—	—	1	508
$1,000 million 5.625% senior debenture loan due 2028	—	—	—	1,000	—	1,000
$750 million 5.875% senior debenture loan due 2030	—	—	—	750	1	751
Lease and other financing obligations	625	(60)	—	52	(3)	614
Other loans	1	—	—	—	(1)	—
Total	$ 8,850	$ (3,152)	$ 110	$ 3,081	$ (53)	$ 8,836
Liabilities directly associated with assets held for sale						$ (1,633)
Total Nielsen						$ 7,203

(IN MILLIONS)	1 January 2019	Cash Flows	Foreign Currency	Additions	Other	31 December 2019
$2,303 million Senior secured term loan (LIBOR based variable rate of 4.39%) due 2023	2,291	(23)	—	—	1	2,269
$1,125 million Senior secured term loan (LIBOR based variable rate of 4.14%) due 2023	1,115	(28)	—	—	1	1,088
€545 million Senior secured term loan (Euro LIBOR based variable rate of 2.50%) due 2021	624	(6)	(14)	—	—	604
$800 million 4.50% senior debenture loan due 2020	806	—	—	—	2	808
$625 million 5.50% senior debenture loan due 2021	629	—	—	—	2	631
$2,300 million 5.00% senior debenture loan due 2022	2,314	—	—	—	3	2,317
$500 million 5.00% senior debenture loan due 2025	507	—	—	—	—	507
Other loans	1	—	—	—	—	1
Bank overdrafts	1	(1)	—	—	—	—
Lease and other financing obligations	161	(172)	—	82	554	625
Total	$ 8,449	$ (230)	$ (14)	$ 82	$ 563	$ 8,850

See Note 13 for a discussion of Nielsen's policies with respect to foreign currency exchange risk, interest rate risk, credit risk and liquidity risk.

Senior Secured Credit Facilities

Term Loan Facilities

In June 2020, Nielsen entered into a Credit Agreement (the "Credit Agreement") that provides for: (i) a new dollar term loan facility, the "Dollar Term B-5 Loans" having commitments in an aggregate principal amount of $550 million and (ii) a new euro term loan facility, the "Euro Term B-3 Loans" in an aggregate principal amount of €420 million. On 4 June 2020, Nielsen borrowed the full amount of the Dollar Term B-5 Loans and the Euro Term B-3 Loans.

The proceeds of the Dollar Term B-5 Loans and Euro Term B-3 Loans were used to redeem all of the $800 million outstanding aggregate principal amount of the 4.500% Notes due 2020 and redeem $200 million of the $625 million outstanding aggregate principal amount of Nielsen's 5.500% Senior Notes due 2021. The partial redemption of the 5.500% Notes resulted in $425 million aggregate principal amount of 2021 Notes remaining outstanding.

The Dollar Term B-5 Loans and the Euro Term B-3 Loans will mature in full on the earlier of (i) 4 June 2025 and (ii) if the existing Class B Term Loans incurred pursuant to and as defined in the Fifth Amended and Restated Credit Agreement, dated as of 29 June 2018 (the "Existing Credit Agreement") have not been repaid or refinanced (subject to additional limitations in the Credit Agreement) on or prior to the date that is 91 days prior to 4 October 2023, on 4 October 2023.

The Dollar Term B-5 Loans bear interest at a rate per annum equal to, at the election of Nielsen, (i) a base rate or eurocurrency rate, plus (ii) an applicable margin of 2.75%, in the case of base rate loans, and 3.75%, in the case of eurocurrency rate loans. The Euro Term B-3 Loans bear interest at a rate per annum equal to (i) a eurocurrency rate plus (ii) an applicable margin of 3.75%.

The Credit Agreement contains substantially the same affirmative and negative covenants as those of the Existing Credit Agreement, however, the Credit Agreement expressly permits actions in connection with and resulting in the disposition of Nielsen Global Connect, including by way of a spin-off of the Connect Business, as previously announced by Nielsen. The obligations under the Credit Agreement are secured on a *pari passu* basis with the obligations under the Existing Credit Agreement.

Nielsen wrote-off certain previously deferred financing fees of $1 million associated with the June 2020 debt refinancing and capitalized certain fees in connection with the refinancing of $9 million.

In July, 2020, Nielsen entered into Amendment No. 1 ("Amendment No. 1") to the Credit Agreement. Pursuant to Amendment No. 1, Nielsen incurred new Euro Term B-3 Loans in an aggregate principal amount of €240 million (the "Incremental Euro Term B-3 Loans"), thereby increasing the outstanding amount of existing Euro Term B-3 Loans under the Credit Agreement, as amended by Amendment No. 1, to approximately €660 million. The proceeds of the Incremental Euro Term B-3 Loans were used by Nielsen to prepay the €545 million Senior secured term loan due 2023 under the Existing Credit Agreement in an aggregate principal amount of €240 million and all accrued interest and expenses. The Incremental Euro Term B-3 Loans are subject to the same terms, maturity date and interest rate as the existing Euro Term B-3 Loans. The Incremental Euro Term B-3 Loans are subject to customary affirmative and negative covenants and events of default.

In July, 2020, Nielsen entered into the Sixth Amended and Restated Credit Agreement (the "Amendment Agreement") amending and restating the Existing Credit Agreement. The modifications in the agreement primarily conform the covenants and certain other terms to the terms of the Credit Agreement. The Amendment Agreement expressly permits actions in connection with and resulting in the disposition of Nielsen Global Connect, including by way of a spin-off of the Connect Business, as previously announced by Nielsen.

Nielsen wrote-off certain previously deferred financing fees and incurred new fees as part of the July financings of $3 million and capitalized certain fees in connection with the July financings of $5 million.

Debenture Loans

The indentures governing the Senior Notes limit the majority of Nielsen's subsidiaries' ability to incur additional indebtedness, pay dividends or make other distributions or repurchase its capital stock, make certain investments, enter into certain types of transactions with affiliates, use assets as security in other transactions and sell certain assets or merge with or into other companies subject to certain exceptions. Upon a change in control, Nielsen is required under each indenture to make an offer to redeem all of the Senior Notes issued pursuant to such indenture at a redemption price equal to the 101% of the aggregate principal amount plus accrued and unpaid interest. The Senior Notes are jointly and severally guaranteed by Nielsen, substantially all of the wholly owned material U.S. subsidiaries of Nielsen and certain of the non-U.S. wholly-owned subsidiaries of Nielsen.

In September, 2020, Nielsen issued $1 billion aggregate principal amount of 5.625% Senior Notes due 2028 (the "2028 Notes"), which mature on 1 October 2028 at par and $750 million aggregate principal amount of its 5.875% Senior Notes due 2030 (the "2030 Notes" and together with the 2028 Notes, the "Notes"), which mature on 1 October 2030 at par. Nielsen capitalized certain fees in connection with the refinancing of $27 million.

Nielsen will pay interest on the 2028 Notes at a rate of 5.625% per annum and on the 2030 Notes at a rate of 5.875% per annum, in each case semiannually on the interest payment dates provided in the applicable indenture governing such series of Senior Notes.

Concurrent with this issuance Nielsen called for partial redemption of $275 million of the $425 million outstanding aggregate principal amount of the 5.500% Senior Notes due 2021 (the "2021 Notes") effective 9 October 2020, $725 million of the $2,300 million outstanding aggregate principal amount of the 5.000% Senior Notes due 2022 effective October 9, 2020 (the "2022 Notes") and $750 million of the $2,300 million outstanding aggregate principal amount of the 2022 Notes effective 10 October 2020, in each case at a redemption price equal to 100% of the principal amount of such notes to be redeemed, plus accrued and unpaid interest thereon to, but excluding, the applicable partial redemption date. Nielsen wrote-off certain previously deferred financing fees of $4 million in connection with the October 2020 redemptions.

Covenants

The Amendment Agreement and the Credit Agreement, as amended by Amendment No. 1 (together the "Secured Credit Agreements") contain a number of covenants that, among other things, restrict, subject to certain exceptions, the ability of Nielsen Holding and Finance B.V. and its restricted subsidiaries (which together constitute most of Nielsen's subsidiaries) to incur additional indebtedness or guarantees, incur liens and engage in sale and leaseback transactions, make certain loans and investments, declare dividends, make payments or redeem or repurchase capital stock, engage in certain mergers, acquisitions and other business combinations, prepay, redeem or purchase certain indebtedness, amend or otherwise alter terms of certain indebtedness, sell certain assets, transact with affiliates, enter into agreements limiting subsidiary distributions and alter the business they conduct. These entities are restricted, subject to certain exceptions, in their ability to transfer their net assets to Nielsen. Such restricted net assets amounted to approximately $1.9 billion at 31 December 2020. The Amendment Agreement contains a total leverage covenant that requires the Covenant Parties (as defined in the Amendment Agreement) maintain a ratio of Consolidated Total Net Debt (as defined in the Amendment Agreement) to Consolidated EBITDA (as defined in the Amendment Agreement) at or below 5.50 to 1.00, measured at the end of each calendar quarter for the four quarters most recently ended. Neither Nielsen nor TNC B.V. is currently bound by any financial or negative covenants contained in the Secured Credit Agreements. The Secured Credit Agreements also contain certain customary affirmative covenants and events of default. Certain significant financial covenants are described further below. Failure to comply with the financial covenant described above would result in an event of default under Nielsen's Amendment Agreement unless waived by certain of Nielsen's term lenders and Nielsen's revolving lenders. An event of default under Nielsen's Amendment Agreement can result in the acceleration of Nielsen's indebtedness under the facilities thereunder, which in turn would result in an event of default and possible acceleration of indebtedness under the Credit Agreement, as amended by Amendment No. 1, and the agreements governing Nielsen's debt securities as well. As Nielsen's failure to comply with the financial covenant described above can cause Nielsen to go into default under the agreements governing Nielsen's indebtedness, management believes that Nielsen's Amendment Agreement and this covenant are material to Nielsen. As of 31 December 2020, Nielsen was in full compliance with the financial covenant described above.

Pursuant to the terms of Nielsen's Secured Credit Agreements, Nielsen is subject to making mandatory prepayments on the term loans outstanding thereunder to the extent in any full calendar year Nielsen generates Excess Cash Flow ("ECF"), as defined in the Secured Credit Agreements. The percentage of ECF that must be applied as a repayment under either Secured Credit Agreement is a function of several factors, including Nielsen's ratio of total net debt to Covenant EBITDA, as well other adjustments, including any voluntary term loan repayments and permanent reductions of revolving credit commitments made in the course of the calendar year. To the extent any mandatory repayment is required pursuant to this ECF clause; such payment must generally occur on or around the time of the delivery of the annual consolidated financial statements to the applicable lenders. At 31 December 2020, Nielsen's ratio of total net debt to Covenant EBITDA was less than 5.00 to 1.00 and therefore no mandatory repayment was required. Nielsen's next ECF measurement date will occur upon completion of the 2021 results, and although Nielsen do not expect to be required to issue any mandatory repayments in 2021 or beyond, it is uncertain at this time if any such payments will be required in future periods.

Revolving Credit Facility

The Amendment Agreement contains a senior secured revolving credit facility with aggregate revolving credit commitments of $850 million and a final maturity of July 2023 under which Nielsen Finance LLC, TNC (US) Holdings, Inc., and Nielsen Holding and Finance B.V. can borrow revolving loans. The revolving credit facility can also be used for letters of credit, guarantees and swingline loans. As of 31 December 2020, Nielsen had zero borrowings outstanding.

The senior secured revolving credit facility is provided under the Amendment Agreement and so contains covenants and restrictions as noted above with respect to the Amendment Agreement. Obligations under the revolving credit facility are guaranteed by the same entities that guarantee obligations under the Amendment Agreement.

As of 31 December 2020, Nielsen had zero borrowings outstanding and outstanding letters of credit of $18 million. As of 31 December 2019, Nielsen had zero borrowings outstanding and outstanding letters of credit of $17 million. As of 31 December 2020, Nielsen had $832 million available for borrowing under the revolving credit facility.

Other Transactions

Effective July 1, 2010, the Company designated its Euro denominated variable rate senior secured term loans as non-derivative hedges of its net investment in a European subsidiary. Gains or losses attributable to fluctuations in the Euro as compared to the U.S. Dollar associated with this debenture were recorded to the cumulative translation adjustment within shareholders' equity, net of income tax.

Debt-Issuance Costs

The costs related to the issuance of debt are presented as a deduction from the corresponding debt liability and amortized to interest expense using the effective interest method over the life of the related debt.

13. Financial Risk Management

Risk Oversight

Our Chief Executive Officer and other executive officers regularly report to the non-executive directors and the Audit, Compensation and Nomination and Corporate Governance Committees to ensure effective and efficient oversight of the Company's activities and to assist in proper risk management, including those relating to financial risks. The Senior Vice President of Corporate Audit reports functionally and administratively to the Company's Chief Financial Officer and directly to the Audit Committee. The Company believes that the board's leadership structure provides appropriate risk oversight of the Company's activities. With respect to market risk, our objective is to reduce, where it is deemed appropriate to do so, fluctuations in earnings, cash flows and the value of our net investments in subsidiaries resulting from changes in foreign currency exchange rates and interest rates. It is our policy not to trade in financial instruments.

Foreign Currency Exchange Risk

Nielsen operates globally and predominantly generates revenue and expenses in local currencies. Because of fluctuations (including possible devaluations) in currency exchange rates or the imposition of limitations on conversion of foreign currencies into our reporting currency, Nielsen is subject to currency translation exposure on the profits of the Company's operations, in addition to transaction exposure.

Foreign currency translation risk is the risk that exchange rate gains or losses arise from translating foreign entities' statements of earnings and balance sheets from functional currency to our reporting currency (the U.S. Dollar) for consolidation purposes. Translation risk exposure is managed by creating "natural hedges" in Nielsen's financing or by using derivative financial instruments aimed at offsetting certain exposures in the statement of earnings or the balance sheet. Nielsen does not use derivative financial instruments for trading or speculative purposes.

The table below details the breakdown of revenues and expenses by currency for the years 2020 and 2019:

		U.S. Dollar	Euro	Other currencies
Percentage of revenues	2020	59%	11%	30%
	2019	58%	10%	32%
Percentage of operating costs	2020	61%	10%	29%
	2019	56%	11%	33%

The following table demonstrates the sensitivity to the Company's profit/loss and equity of a reasonably possible change in the U.S. Dollar against the Euro, with all other variables held constant.

	Increase/decrease in USD/Euro rate	Effect on profit/loss (IN MILLIONS)	Effect on equity (IN MILLIONS)
2020	+1 cent	$ (14)	$ (4)
	-1 cent	14	4
2019	+1 cent	(5)	$ 4
	-1 cent	5	(4)

Interest Rate Risk

Nielsen continually reviews its fixed and variable rate debt along with related hedging opportunities in order to ensure its portfolio is appropriately balanced as part of its overall interest rate risk management strategy and through this process Nielsen considers both short-term and long-term considerations in the U.S. and global financial markets in making adjustments to our tolerable exposures to interest rate risk. Nielsen uses floating-to-fixed interest rate swaps to hedge this exposure. These interest rate swaps have various maturity dates through May 2023. At 31 December 2020, we had $4,979 million of floating-rate debt under our senior secured credit facilities, of which $1,300 million was subject to effective floating-fixed interest rate swaps. A one percent increase in interest rates applied to our floating rate indebtedness would therefore increase annual interest expense by approximately $13 million ($37 million without giving effect to any of our interest rate swaps). For these derivatives, Nielsen reports the after-tax gain or loss from the effective portion of the hedge as a comprehensive income component of other reserves and reclassifies it into profit in the same period or periods in which the hedged transaction affects profit, and within the same income statement line item as the impact of the hedged transaction. Refer to Note 14 "Fair Value Measurements".

Credit Risk

Nielsen also has no significant concentrations of credit risk with its customers. It has policies in place to ensure that sales are only made to customers with an appropriate credit history. Nielsen reviewed its historic results of write-offs attributable to uncollectable accounts receivable and noted that the amounts were de minimis, thus no additional reserve was recorded to the consolidated financial statements.

Liquidity Risk and Capital Management

The primary objective of the Company's capital management is to ensure that it maintains healthy capital ratios in order to support its business and maximize shareholder value. The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. The Company operates to maintain its debt ratios within the compliance levels specified in the debt and credit agreements.

The Company believes it has available resources to meet both its short-term and long-term liquidity requirements, including its debt services. The Company expects the cash flow from its operations, combined with existing cash and amounts available under the revolving credit facility, to provide sufficient liquidity to fund its current obligations, projected working capital requirements, restructuring obligations, and capital spending over the next year.

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

Year Ended 31 December 2020 (IN MILLIONS)	**Current**	**1 to 5 years**	**Thereafter**	**Total**
Trade and other payables	$ 964	$ —	$ —	$ 964
Discontinued operations(1)	590	—	—	590
Total trade and other payables	$ 374	$ —	$ —	$ 374
	$		$	
Borrowings and other financing(2)	224	$ 6,201	1,741	$ 8,166
Interest	$ 311	$ 915	$ 189	$ 1,415
	$		$	$
Financial Derivatives	4	$ 48	—	52
Discontinued operations(1)	—	—	—	—
Total financial derivatives	$ 4	$ 48	$ —	$ 52
				$
Deferred Compensation	$ —	$ 27	$ —	27
Discontinued operations(1)	—	4	—	4
Total deferred compensation	—	$ 23	$ —	$ 23
Total	$ 926	$ 7,177	$ 1,930	$ 10,043

Year Ended 31 December 2019 (IN MILLIONS)	**Current**	**1 to 5 years**	**Thereafter**	**Total**
Trade and other payables	$ 973	$ —	$ —	$ 973
Borrowings and other financing	854	7,310	—	8,164
Interest	354	684	—	1,038
Financial Derivatives	—	22	—	22
Deferred Compensation	—	26	—	26
Total	$ 2,181	$ 8,042	$ —	$ 10,223

(1) See Note 24 "Discontinued Operations".

(2) Historical Nielsen debt in the amount of $1,305 million was required to be repaid pursuant to debt covenants which was triggered by the sale of Nielsen Global Connect. This debt amount and current interest payable of $2 million have be included in discontinued operations along with associated interest expense and foreign exchange gains/(losses).

14. Fair Value Measurements

IFRS 13 "Fair Value Measurements" defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining fair value, the Company considers the principal or most advantageous market in which the Company would transact, and also considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of non-performance.

There are three levels of inputs that may be used to measure fair value:

Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2: Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

Level 3: Pricing inputs that are generally unobservable and may not be corroborated by market data.

Financial Assets and Liabilities Measured on a Recurring Basis

The Company's financial assets and liabilities are measured and recorded at fair value, except for equity method investments, cost method investments, and long-term debt. Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurements. The Company's assessment of the significance of a particular input to the fair value measurements requires judgment, and may affect the valuation of the assets and liabilities being measured and their placement within the fair value hierarchy.

The following table summarizes the valuation of the Company's material financial assets and liabilities measured at fair value on a recurring basis as of 31 December 2020 and 2019:

(IN MILLIONS)	31.December 2020 Total	Level 1	Level 2	Level 3
Assets:				
Assets for deferred compensation (1)	$ 27	$ 27	$ —	$ —
Investment in mutual funds (2)	2	2	—	—
Interest rate swap agreements(3)	—	—	—	—
Note receivable	2	2	—	—
Total	$ 31	$ 31	$ —	$ —
Assets held for sale	(6)	(6)	—	—
Total Nielsen	$ 25	$ 25	$ —	$ —
Liabilities:				
Interest rate swap agreements (3)	$ 52	$ —	$ 52	$ —
Deferred compensation liabilities (4)	27	27	—	—
Total	$ 79	$ 27	$ 52	$ —
Liabilities directly associated with assets held for sale	(4)	(4)	—	—
Total Nielsen	$ 75	$ 23	$ 52	$ —

(IN MILLIONS)	31.December 2019 Total	Level 1	Level 2	Level 3
Assets:				
Assets for deferred compensation (1)	$ 26	$ 26	$ —	$ —
Investment in mutual funds (2)	2	2	—	—
Interest rate swap agreements(3)	—	—	—	—
Note receivable	2	2	—	—
Total	$ 30	$ 30	$ —	$ —
Liabilities:				
Interest rate swap agreements (3)	$ 22	$ —	$ 22	$ —
Deferred compensation liabilities (4)	26	26	—	—
Total	$ 48	$ 26	$ 22	$ —

(1) Assets are comprised of investments in mutual funds, which are intended to fund liabilities arising from deferred compensation plans. These investments are carried at fair value, which is based on quoted market prices at period end in active markets. These investments are classified as trading securities with any gains or losses resulting from changes in fair value recorded in other income/(expense), net in the consolidated statements of operations.

(2) Investments in mutual funds are money-market accounts held with the intention of funding certain specific retirement plans.

(3) Derivative financial instruments include interest rate swap agreements recorded at fair value based on externally-developed valuation models that use readily observable market parameters and the consideration of counterparty risk.

(4) The Company offers certain employees the opportunity to participate in a deferred compensation plan. A participant's deferrals are invested in a variety of participant directed shares and bond mutual funds and are classified as trading securities. Changes in the fair value of these securities are measured using quoted prices in active markets based on the market price per unit multiplied by the number of units held exclusive of any transaction costs.

Note: There have been no transfers between categories during the years ended 31 December 2020 and 2019.

Derivative Financial Instruments

Nielsen uses interest rate swap derivative instruments principally to manage the risk that changes in interest rates will affect the cash flows of its underlying debt obligations.

To qualify for hedge accounting, the hedging relationship must meet several conditions with respect to documentation, probability of occurrence, hedge effectiveness and reliability of measurement. Nielsen documents the relationship between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions as well as the hedge effectiveness assessment, both at the hedge inception and on an ongoing basis. Nielsen recognizes all derivatives at fair value either as assets or liabilities in the consolidated balance sheets and changes in the fair values of such instruments are recognized currently in earnings unless specific hedge accounting criteria are met. If specific cash flow hedge accounting criteria are met, Nielsen recognizes the changes in fair value of these instruments in accumulated other comprehensive income/(loss).

Nielsen manages exposure to possible defaults on derivative financial instruments by monitoring the concentration of risk that Nielsen has with any individual bank and through the use of minimum credit quality standards for all counterparties. Nielsen does not require collateral or other security in relation to derivative financial instruments. A derivative contract entered into between Nielsen or certain of its subsidiaries and a counterparty that was also a lender under Nielsen's senior secured credit facilities at the time the derivative contract was entered into is guaranteed under the senior secured credit facilities by Nielsen and certain of its subsidiaries (see Note 12 - Borrowings and Other Financing or more information).. Since it is Nielsen's policy to only enter into derivative contracts with banks of internationally acknowledged standing, Nielsen considers the counterparty risk to be remote.

It is Nielsen's policy to have an International Swaps and Derivatives Association ("ISDA") Master Agreement established with every bank with which it has entered into any derivative contract. Under each of these ISDA Master Agreements, Nielsen agrees to settle only the net amount of the combined market values of all derivative contracts outstanding with any one counterparty should that counterparty default. Certain of the ISDA Master Agreements contain cross-default provisions where if the Company either defaults in payment obligations under its credit facility or if such obligations are accelerated by the lenders, then the Company could also be declared in default on its derivative obligations. At 31 December 2020, Nielsen had no material exposure to potential economic losses due to counterparty credit default risk or cross-default risk on its derivative financial instruments.

Interest Rate Risk

Nielsen is exposed to cash flow interest rate risk on the floating-rate U.S. Dollar and Euro Term Loans, and uses floating-to-fixed interest rate swaps to hedge this exposure. For these derivatives, Nielsen reports the after-tax gain or loss from the effective portion of the hedge as a component of accumulated other comprehensive income/(loss) and reclassifies it into earnings in the same period or periods in which the hedged transaction affects earnings, and within the same income statement line item as the impact of the hedged transaction.

In May 2019, the Company entered into a $150 million aggregate notional amount four-year forward interest rate swap agreement with a starting date of July 9, 2019. This agreement fixes the LIBOR-related portion of interest rates of a corresponding amount of the Company's variable-rate-debt at an average rate of 1.82%. This derivative has been designated as an interest rate cash flow hedge.

In March 2019, the Company entered into a $150 million aggregate notional amount four-year forward interest rate swap agreement with a starting date of April 9, 2019. This agreement fixes the LIBOR-related portion of interest rates of a corresponding amount of the Company's variable-rate-debt at an average rate of 2.26%. This derivative has been designated as an interest rate cash flow hedge.

In March 2019, the Company entered into a $250 million aggregate notional amount four-year forward interest rate swap agreement with a starting date of June 9, 2019. This agreement fixes the LIBOR-related portion of interest rates of a corresponding amount of the Company's variable-rate-debt at an average rate of 2.07%. This derivative has been designated as an interest rate cash flow hedge.

In May 2018, the Company entered into $250 million aggregate notional amount of a five-year interest rate swap agreement with a starting date of May 9, 2018. This agreement fixes the LIBOR-related portion of interest rates of a corresponding amount of the Company's variable-rate debt at an average rate of 2.72%. This derivative has been designated as an interest rate cash flow hedge.

In August 2017, the Company entered into $250 million in aggregate notional amount of a four-year forward interest rate swap agreement with a starting date of October 10, 2017. This agreement fixes the LIBOR-related portion of interest rates of a corresponding amount of the Company's variable-rate debt at an average rate of 1.60%. This derivative has been designated as an interest rate cash flow hedge.

In March 2017, the Company entered into $250 million in aggregate notional amount of a five-year forward interest rate swap agreement with a starting date of July 10, 2017. This agreement fixes the LIBOR-related portion of interest rates of a corresponding amount of the Company's variable-rate debt at an average rate of 2.00%. This derivative has been designated as an interest rate cash flow hedge.

Nielsen expects to recognize approximately $25 million of net pre-tax gains from accumulated other comprehensive loss to interest expense in the next 12 months associated with its interest-related derivative financial instruments.

As of 31 December 2020 the Company had the following U.S. Dollar term loan floating-to-fixed rate outstanding interest rate swaps designated as hedges utilized in the management of its interest rate risk:

Notional Amount	Maturity Date
$ 250,000,000	October 2021
$ 250,000,000	July 2022
$ 150,000,000	April 2023
$ 250,000,000	May 2023
$ 250,000,000	June 2023
$ 150,000,000	July 2023

Foreign Currency Exchange Risk

During the years ended 31 December 2020 and 2019, Nielsen recorded a net loss of $2 million and a net gain of $1 million respectively, associated with foreign currency derivative financial instruments within foreign currency exchange transactions losses, net in Nielsen's consolidated statements of operations. As of 31 December 2020 and 2019, the notional amounts of the outstanding foreign currency derivative financial instruments were $68 million and $125 million, respectively.

See Note 12 – "Borrowings and Other Financing" for more information on the long-term debt transactions referenced in this note.

Fair Values of Derivative Instruments in the Consolidated Balance Sheets

The fair values of the Company's derivative instruments as of 31 December 2020 and 31 December 2019 were as follows:

Derivatives Designated as Hedging Instruments (IN MILLIONS)	31 December 2020			31 December 2019		
	Prepaid Expense and other Current Assets	Accounts Payable and Other Current Liabilities	Other Non-Current Liabilities	Prepaid Expense and other Current Assets	Accounts Payable and Other Current Liabilities	Other Non-Current Liabilities
Interest rate swaps	$ —	$ 4	$ 48	$ —	$ —	$ 22

Derivatives in Cash Flow Hedging Relationships

The pre-tax effect of derivative instruments in cash flow hedging relationships for the years ended 31 December 2020 and 2019 was as follows (amounts in millions):

Derivatives in Cash Flow Hedging Relationships (IN MILLIONS)	Amount of (Gain)/Loss Recognized in OCI on Derivatives (Effective Portion) 31 December			Amount of (Gain)/Loss Reclassified from OCI into Income (Effective Portion) 31 December	
	2020	2019		2020	2019
Interest rate swaps	$ 52	$ 33	Interest expense	$ 23	$ (9)

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

The Company is required, on a non-recurring basis, to adjust the carrying value for certain assets using fair value measurements. The Company's equity method investments, cost method investments, and non-financial assets, such as goodwill, intangible assets, and property, plant and equipment, are measured at fair value when there is an indicator of impairment and recorded at fair value only when an impairment charge is recognized.

During 2020, Nielsen decided to exit smaller, underperforming markets and non-core businesses and product line and concluded that this decision represented an impairment indicator for the long-lived assets within those markets and businesses. In addition, during the fourth quarter of 2020, Nielsen identified a change in the extent to which certain self-developed software would be utilized and concluded this represented an impairment indicator. To the extent that impairment indicators existed, we measured an impairment charge using a discounted cash flow method for estimation of the assets' recoverable amount. The non-cash impairment charge was $67 million for the year ended December 31, 2020.

Other indefinite-lived intangible assets are each tested for impairment on an annual basis and whenever events or circumstances indicate that the carrying amount of such asset may not be recoverable. The impairment test for other indefinite-lived intangible assets consists of a comparison of the recoverable amount of the intangible asset with its carrying amount. If the carrying amount of the intangible asset exceeds its recoverable amount, an impairment loss is recognized in an amount equal to that excess. The estimates of recoverable amount of trade names and trademarks are determined using a "relief from royalty" discounted cash flow valuation methodology. Significant assumptions inherent in this methodology include estimates of royalty rates and discount rates. Discount rate assumptions are based on an assessment of the risk inherent in the respective intangible assets. The discount rates we used in our 2020 evaluation were between 12.1% and 13.35%. Assumptions about royalty rates are based on the rates at which comparable trade names and trademarks are being licensed in the marketplace.

During the year ended December 31, 2020, we recognized a pre-tax non-cash impairment charge associated with the indefinite -lived intangible asset within continuing operations of $88 million. The nonrecurring fair value amount (as measured at the time of the adjustment) for the indefinite-lived tradename remeasured to fair value on a nonrecurring basis during the fiscal year and still held at December 31, 2020 was $1,130 million.

The Company did not measure any material non-financial assets or liabilities at fair value during the year ended 31 December2019.

15. Provisions

A summary of the changes in provisions is as follows:

(IN MILLIONS)	Restructuring(3)	Deferred consideration(4)	Total
Balance at 1 January 2019	$ 53	$ 25	$ 78
Reclassification of real estate restructuring right-of-use asset(1)	(22)	—	(22)
Charged in the year(2)	65	—	65
Utilized in the year	(74)	(14)	(88)
Exchange and other differences	2	—	2
Balance at 31 December 2019	$ 24	$ 11	$ 35
Charged in the year(2)	119	10	129
Utilized in the year	(100)	(8)	(108)
Liabilities held for sale(5)	(30)	(12)	(42)
Exchange and other differences	(2)	(1)	(3)
Balance at 31 December 2020	$ 11	$ —	$ 11
At 31 December 2020			
Non-Current	$ —	$ —	$ —
Current	11	—	11
At 31 December 2019			
Non-Current	$ 5	$ 8	$ 13
Current	19	3	22

(1) The real estate operating lease liabilities were reclassified and presented as a reduction of the related operating lease right-of-use asset.

(2) Excludes charges related to right-of-use assets of $13 million. Includes $7 million of adjustments related to changes in previous productively initiatives.

(3) Restructuring mostly represent severance costs related to employee separation packages. The amounts are calculated based on salary levels and past service periods. Severance costs are generally charged to earnings when planned employee terminations are approved employee severance associated with productivity initiatives and contract termination costs.

(4) Deferred consideration consists of costs for future payments related to liabilities incurred from acquisitions.

(5) See Note 24 “Discontinued Operations”.

16. Post-Employment Benefit Obligations

Defined Benefit Plans

Nielsen sponsors both funded and unfunded defined benefit pension plans for some of its employees in the Netherlands, United States and other international locations. All of these plans provide benefits to the employees based on various criteria, including years of service and compensation during the service period, that are dependent on the terms and legal requirements of the respective plans and jurisdictions. The company assesses its plan asset portfolios and funding requirements on a plan-by-plan basis. The level of annual pension contributions for each plan are based on several factors, including the global cash considerations of the consolidated group, and, where applicable, regulatory funding requirements. A pension plan surplus can be recognized only when there is an unconditional right to receive the benefits of it, regardless of whether the surplus is immediately available.

Nielsen discloses their pension plans based on the total assets of the plan. The U.S. plan is closed to new members. During 2019, certain of the Company’s pension plans contracted with insurance companies and transferred $626 million of outstanding defined benefit pension obligations and related pension assets for approximately 6,000 retirees and beneficiaries in the Netherlands and UK to the insurance companies. The insurance companies are now required to pay and administer the retirement benefits owed to these retirees and beneficiaries. These transactions have no impact on the amount, timing, or form of the monthly retirement benefit payments to the covered retirees and beneficiaries. These transactions resulted in a non-cash gain of $27 million in our consolidated statement of operations and did not impact cash flows in 2019. For the year ended 31 December 2020, Nielsen included the remaining Netherlands pension plan within “Other” in the tables below.

A summary of the activity for Nielsen's defined benefit pension plans follows:

(IN MILLIONS)	United States	Other	Total
Change in defined benefit obligation			
Benefit obligation at beginning of period	$ 387	$ 718	$ 1,105
Service cost			
Current service cost	—	11	11
Past service cost	—	—	—
(Gain)/loss on settlements	—	—	—
Interest cost	12	14	26
Cash flows			
Plan participants' contributions	—	1	1
Benefits paid from plan	(16)	(25)	(41)
Benefits paid from employer	—	(12)	(12)
Settlement payments from plan	—	—	—
Plan combinations	—	—	—
Remeasurements			
Effect of changes in demographic assumptions.	(3)	(3)	(6)
Effect of changes in financial assumptions	46	79	125
Effect of experience adjustments	1	(5)	(4)
Effect of foreign currency translation	—	41	41
Benefit obligation at end of period	427	875	1,302
Change in plan assets			
Fair value of plan assets at beginning of period	270	631	901
Interest income	8	12	20
Cash flows			
Employer contributions	11	26	37
Plan participants' contributions	—	1	1
Benefits paid from plan	(16)	(25)	(41)
Benefit paid from employer	—	(12)	(12)
Expenses paid	(3)	(3)	(6)
Premiums paid	—	—	—
Plan combinations	—	17	17
Remeasurements			
Return on plan assets (excluding interest income).	35	44	79
Effect of foreign currency translation	—	37	37
Fair value of plan assets at end of period	305	728	1,033
Funded status at end of period	122	147	269
Asset Ceiling Test	—	—	—
Net amount recognized	$ 122	$ 147	$ 269
Asset ceiling at end of prior period	$ —	$ 1	$ 1
Remeasurements			
Changes in asset ceiling (excluding interest income)	—	(1)	(1)
Asset ceiling at end of year	$ —	$ —	$ —
Amounts recognized in the Consolidated Balance Sheets			
Pension assets included in other non-current assets	—	29	29
Current liabilities	—	(3)	(3)
Accrued benefit liability included in other non current liabilities	(122)	(173)	(295)
Net amount recognized	$ (122)	$ (147)	$ (269)

(IN MILLIONS)	The Netherlands	United States	Other	Total
	Year Ended 31 December 2019			
Change in defined benefit obligation				
Benefit obligation at beginning of period	$ 647	$ 347	$ 613	$ 1,607
Service cost				
Current service cost	4	—	4	8
Past service cost	(3)	—	1	(2)
(Gain)/loss on settlements	(27)	—	—	(27)
Interest cost	12	14	15	41
Cash flows				
Plan participants' contributions	—	—	1	1
Benefits paid from plan	(29)	(16)	(25)	(70)
Benefits paid from employer	—	(1)	(5)	(6)
Settlement payments from plan	(573)	—	(53)	(626)
Plan combinations	—	—	—	—
Remeasurements				
Effect of changes in demographic assumptions	—	(4)	(4)	(8)
Effect of changes in financial assumptions	70	47	80	197
Effect of experience adjustments	(5)	—	(5)	(10)
Effect of foreign currency translation	(14)	—	14	—
Benefit obligation at end of period	82	387	636	1,105
Change in plan assets				
Fair value of plan assets at beginning of period	637	231	528	1,396
Interest income	12	10	13	35
Cash flows				
Employer contributions	3	11	14	28
Plan participants' contributions	—	—	1	1
Benefits paid from plan	(29)	(17)	(30)	(76)
Settlement payments from plan	(573)	—	(53)	(626)
Expenses paid	(2)	(5)	(1)	(8)
Premiums paid	—	—	—	—
Plan combinations	—	—	—	—
Remeasurements				
Return on plan assets (excluding interest income)	41	40	70	151
Effect of foreign currency translation	(14)	—	14	—
Fair value of plan assets at end of period	75	270	556	901
Funded status at end of period	7	117	80	204
Asset Ceiling Test	—	—	1	1
Net amount recognized	$ 7	$ 117	$ 81	$ 205
Asset ceiling at end of prior period	$ —	$ —	$ 1	$ 1
Remeasurements				
Changes in asset ceiling (excluding interest income)	—	—	—	—
Asset ceiling at end of year	$ —	$ —	$ —	$ —
Amounts recognized in the Consolidated Balance Sheets				
Pension assets included in other non-current assets	—	—	25	25
Current liabilities	—	—	(2)	(2)
Accrued benefit liability included in other non current liabilities	(7)	(117)	(104)	(228)
Net amount recognized	$ (7)	$ (117)	$ (81)	$ (205)

(IN MILLIONS)	2020 Defined pension cost United States	Other	Total
Service cost	$	$	$
Current service cost	—	11	11
Past service cost	—	—	—
(Gain)/loss on settlements	—	—	—
Interest cost			
Interest income	(8)	(12)	(20)
Interest cost	12	14	26
Expenses	3	3	6
Defined benefit cost included in income statement	$ 7	$ 16	$ 23
Remeasurement (recognized in other comprehensive income)			
Effect of changes in demographic assumptions	(3)	(3)	(6)
Effect of changes in financial assumptions	47	78	125
Effect of experience adjustments	1	(5)	(4)
Return on plan assets	(36)	(45)	(81)
Changes in asset ceiling	—	(2)	(2)
Total remeasurements included in OCI	$ 9	$ 23	$ 32
Total defined benefit costs included in income statement and OCI	$ 16	$ 39	$ 55

(IN MILLIONS)	2019 Defined pension cost The Netherlands	United States	Other	Total
Service cost	$	$	$	$
Current service cost	4	—	4	8
Past service cost	(3)	—	1	(2)
(Gain)/loss on settlements	(27)	—	—	(27)
Interest cost				
Interest income	(12)	(10)	(13)	(35)
Interest cost	12	14	15	41
Expenses	2	5	2	9
Defined benefit cost included in income statement	$ (24)	$ 9	$ 9	$ (6)
Remeasurement (recognized in other comprehensive income)				
Effect of changes in demographic assumptions	$ —	(4)	(4)	(8)
Effect of changes in financial assumptions	70	47	80	197
Effect of experience adjustments	(5)	—	(5)	(10)
Return on plan assets	(41)	(40)	(70)	(151)
Changes in asset ceiling	—	—	—	—
Total remeasurements included in OCI	$ 24	$ 3	$ 1	$ 28
Total defined benefit costs included in income statement and OCI	$ —	$ 12	$ 10	$ 22

These pension costs are included in personnel costs within the consolidated income statement. The weighted average assumptions underlying the pension computations were as follows:

The weighted average assumptions underlying the pension computations were as follows:

	2020		2019		
	US	Other	NL	US	Other
Pension benefit obligation:					
—discount rate	2.4%	1.5%	1.5%	3.2%	1.9%
—rate of compensation increase	—	1.3%	—	—	1.1%
—rate of price inflation increase	—	1.9%	1.8%	—	1.9%

Nielsen's pension plans' weighted average asset allocations by asset category are as follows:

	Netherlands		United States		Other		Total	
	2020	2019	2020	2019	2020	2019	2020	2019
At 31 December								
Equity securities	—%	39%	57%	54%	51%	50%	54%	51%
Fixed income securities	—%	53%	43%	45%	38%	39%	39%	43%
Other	—%	8%	0%	1%	11%	11%	7%	6%
Total	—%	100%	100%	100%	100%	100%	100%	100%

No Nielsen shares are held by the pension plans.

The overall target asset allocation among all plans for 2020 was 53% equity securities, 40% long-term interest-earning investments (debt or fixed income securities), and 7% other investments.

Nielsen's primary objective with regard to the investment of the Pension Plans' assets is to ensure that in each individual plan, sufficient funds are available to satisfy future benefit obligations. For this purpose, asset and liability management studies are made periodically at each pension fund. For each of the Pension Plans, an appropriate mix is determined on the basis of the outcome of these studies, taking into account the national rules and regulations.

Equity securities primarily include listed investments in U.S. and non U.S. companies. Fixed income securities include corporate bonds of companies from diversified industries and mortgage-backed securities. Other types of investments are primarily insurance contracts.

Assets at fair value and net asset value as of 31 December 2020 and 2019 are as follows:

(IN MILLIONS)	31 December 2020		
Asset Category	**Quoted**	**Unquoted**	**Total**
Cash and equivalents	$ 25	$ 8	$ 33
Equity securities – U.S.	86	32	118
Equity securities – Global.	189	41	230
Equity securities – non-U.S.	113	—	113
Real estate	2	21	23
Corporate bonds	213	—	213
Debt issued by national, state or local government	70	4	74
Liability driven investments	—	111	111
Private equity and hedge funds	—	74	74
Insurance contracts and other	7	37	44
Total Assets at Fair Value and Net Asset Value	$ 705	$ 328	$ 1,033

(IN MILLIONS)	31 December 2019		
Asset Category	Quoted	Unquoted	Total
Cash and equivalents	$ 11	$ 6	$ 17
Equity securities – U.S.	79	30	109
Equity securities – Global.	151	40	191
Equity securities – non-U.S.	89	—	89
Real estate	—	27	27
Corporate bonds	192	—	192
Debt issued by national, state or local government	77	10	87
Liability driven investments	—	76	76
Private equity and hedge funds	—	73	73
Insurance contracts and other	6	34	40
Total Assets at Fair Value and Net Asset Value	$ 605	$ 296	$ 901

Contributions to the Pension Plans in 2021 are expected to be approximately $10 million for the U.S. plan and $22 million for other plans.

The average duration in years, of our US, and other plans at 31 December 2020 was 14 and 17, respectively. The average duration in years, of our principal Netherlands, US, and other plans at 31 December 2019 was 20, 14, and 17, respectively.

The following is a summary of the impact of changes to key assumptions on the defined benefit obligations for our US and other plans.

The sensitivity figures have been calculated to show the movement in the defined benefit obligation for each assumption change in isolation, and assuming no other changes in market conditions at the accounting date, and may not be representative of the actual change as the changes in assumptions may not occur in isolation.

(IN MILLIONS)		United States	Other
Discount rate			
	Decrease 25 basis points	15	54
	Increase 25 basis points	(15)	(51)
Salary scale			
	Decrease 25 basis points	*	(4)
	Increase 25 basis points	*	4
Pension Increases			
	Decrease 25 basis points	*	(21)
	Increase 25 basis points	*	23
Life Expectancy			
	Longevity less one year	14	(11)
	Longevity plus one year	(14)	12

* Not applicable as participants are no longer accruing a pension benefit related to their service and benefit payments are not subject to increases.

Defined Contribution Plans

Nielsen also offers defined contribution plans to certain participants, primarily in the United States. The Company's expense related to these plans was $35 million and $54 million for the years ended 31 December 2020 and 31 December 2019. In the United States, the Company contributes cash to each employee's account in an amount up to 3% of compensation (subject to IRS limitations). Due to the COVID-19 pandemic, the defined contribution company matching was suspended in the U.S. effective May 9, 2020 through December 31, 2020, resulting in a significant reduction in the expense related to such plans. No contributions are made in shares of the Company's ordinary shares.

17. Capital and Reserves Attributable to Nielsen's Equity Holders

Issued, Authorized and fully paid Share capital

Issued, authorized and fully paid Ordinary Shares of €0.07 par value:

(Actual number of shares authorized, issued and fully paid)	Year Ended 31 December 2020 Shares	Year Ended 31 December 2020 $ million	Year Ended 31 December 2019 Shares	Year Ended 31 December 2019 $ million
Beginning of year	356,149,883	$ 32	355,271,737	$ 32
Shares issued through compensation plans	1,519,384	—	835,057	—
Shares held for share compensation plans(1)	(24,332)	—	43,089	—
End of year	357,644,935	$ 32	356,149,883	$ 32

(1) Represents employee trust shares that are issued but not outstanding since Nielsen is not able to cancel employee shares under UK law. The balance keeps replenishing based on shares that were issued for taxes that don't go to an employee. When Nielsen issues new shares, the Company first issues out of that repository rather than new shares.

Each share has the right to one vote and is entitled to receive a dividend determined at the general meeting of shareholders in cash.

Share premium account: this reserve records the consideration premium for shares issued at a value that exceeds their nominal value.

The following table represents the cash dividends declared by the Board and paid for the years ended 31 December 2019 and 2020.

Declaration Date	Record Date	Payment Date	Dividend Per Share
February 21, 2019	March 7, 2019	March 21, 2019	$ 0.35
April 18, 2019	June 5, 2019	June 19, 2019	$ 0.35
July 18, 2019	August 22, 2019	September 5, 2019	$ 0.35
November 3, 2019	November 21, 2019	December 5, 2019	$ 0.06
February 20, 2020	March 5, 2020	March 19, 2020	$ 0.06
April 16, 2020	June 4, 2020	June 18, 2020	$ 0.06
July 16, 2020	August 20, 2020	September 3, 2020	$ 0.06
October 27, 2020	November 19, 2020	December 3, 2020	$ 0.06

Events after the balance sheet date

On 4 February 2021, the Board declared a cash dividend of $0.06 per share on Nielsen's common stock. The dividend is payable on 18 March 2021 to shareholders of record at the close of business on 4 March 2021.

Nielsen's Board approved a share repurchase program, as included in the below table, for up to $2 billion in the aggregate of our outstanding ordinary shares. The primary purposes of the program are to return value to shareholders and to mitigate dilution associated with our equity compensation plans.

Board Approval	Share Repurchase Authorization ($ in millions)
25 July 2013	$ 500
23 October 2014	$ 1,000
11 December 2015	$ 500
Total Share Repurchase Authorization	$ 2,000

Repurchases under this program will be made in accordance with applicable securities laws from time to time and depending on Nielsen's evaluation of market conditions and other factors. This program has been executed within the limitations of the authority granted Nielsen on 6 August 2015 and which has been extended by the authority approved by Nielsen's shareholders at its annual general meeting of shareholders held on 12 May 2020, which authority will expire on 12 May 2025.

There were no share repurchases for the year ended 31 December 2020. As of 31 December 2019, there have been 39,426,521 shares of our common stock purchased at an average price of $44.95 per share (total consideration of approximately $1,772 million) under this program.

Other Reserves

(IN MILLIONS)	Foreign currency translation reserve	Cash flow hedge reserve	Total
Balance, 1 January 2019	$ (799)	$ 11	$ (788)
Currency translation differences:			
- Group	3	—	3
Changes in cash flow hedges	—	(30)	(30)
Balance, 31 December 2019	$ (796)	$ (19)	$ (815)
Currency translation differences:			
- Group	(44)	—	(44)
Changes in cash flow hedges	—	(20)	(20)
Balance, 31 December 2020	$ (840)	$ (39)	$ (879)

Foreign currency translation reserve

The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries. It is also used to record the effect of hedging net investments in foreign operations. Amounts in the table above are presented net of tax.

Cash flow hedge reserve

Recorded in the cash flow hedge reserve is the portion of the gain or loss on a hedging instrument in a cash flow hedge that is determined to be an effective hedge. Amounts in the table above are presented net of tax.

18. Share-Based Compensation

Nielsen has an equity-based, management compensation plan ("Equity Participation Plan" or "EPP") to align compensation for certain key executives with the performance of the Company. Under this plan, certain of the Company's executives may be granted share options, share appreciation rights, restricted shares, restricted share units and dividend equivalent rights in the shares of the Company or purchase its shares. In connection with the completion of Nielsen's initial public offering of ordinary shares on 31 January 2011 (and further amended), the Company implemented the Nielsen 2010 Share Incentive Plan (the "Prior Plan") and suspended further grants under the EPP. In 2019, the Company replaced the Nielsen 2010 Share Incentive Plan with the Nielsen 2019 Share Incentive Plan (the "Share Incentive Plan"). The Share Incentive Plan is the source of new equity-based awards permitting the Company to grant to its key employees, directors and other service providers the following types of awards: incentive share options, non-qualified share options, share appreciation rights, restricted shares, restricted share units and other awards valued in whole or in part by reference to shares of Nielsen's ordinary shares and performance-based awards denominated in shares or cash.

Under the Share Incentive Plan, Nielsen granted zero time-based stock options to purchase shares during the years ended 31 December 2020 and 2019, respectively. As of 31 December 2020, the total number of shares authorized for award of options or other equity-based awards was 10,420,826 under the Share Incentive Plan. This includes the 7,200,000 newly authorized shares under the Share Incentive Plan and the 3,220,826 shares reserved for issuance from the Prior Plan. The 2018 time-based awards become exercisable over a three year vesting period at a rate of 33.3% per year on the anniversary date of the award, and are tied to the executives' continuing employment.

The Company recorded share-based compensation expense of $53 million and $51 million for the years ended 31 December 2020 and 2019, respectively. The tax benefit related to the share compensation expense was $5 million and $6 million for the years ended 31 December 2020 and 2019, respectively.

Nielsen's share option plan activity is summarized below:

Share Option Plan activity	Number of Options (Time Based and Performance Based)	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term in Years	Weighted Average Fair Market Value	Aggregate Intrinsic Value in Millions	Average Fair Market Value Share Price
Outstanding at 31 December 2018	4,631,836	$ 43.20	3.66	$ 6.51	$ —	
Granted	—	—		—		
Forfeited	(662,732)	46.31		7.32		
Expired options	(445,760)	28.09		7.01		
Exercised	(9,027)	17.44		7.54		$ 22.54
Outstanding at 31 December 2019	3,514,317	$ 44.60	3.15	$ 6.29	$ —	
Granted	—	—		—		
Forfeited	(160,668)	48.74		7.43		
Expired options	(463,507)	35.00		6.49		
Exercised	—	—		—		$ —
Outstanding at 31 December 2020	2,890,142	$ 45.91	2.55	$ 6.19	$ —	
Exercisable at 31 December 2020	2,639,892	$ 46.47	2.33		$ —	

During the years ended 31 December 2020 and 2019, there were no options granted and the aggregate fair value of options that vested was $3 million and $5 million, respectively.

The range of outstanding exercise prices for options as of 31 December 2020 is $24.60-$54.05.

At 31 December 2020, there was an insignificant amount of unearned share-based compensation related to share options which the Company expects to record as share-based compensation expense over the next year. The compensation expense related to the time-based awards is amortized over the term of the award using the graded vesting method.

The intrinsic value of the options exercised during the year ended 31 December 2020 was zero. The intrinsic value of the options exercised during the year ended 31 December 2019 was insignificant. For the year ended 31 December 2020, cash proceeds from the exercise of options was zero.

Under the Share Incentive Plan, Nielsen granted 200,000 time and performance based stock options to purchase shares during the year ended 31 December 2020. The weighted average grant date fair value of the awards was $3.56. The performance aspect of the award is achieved based on the performance of Nielsen's stock price. If the performance obligations are satisfied, the award will become exercisable over a three year vesting period at a rate of 33.3% per year on the anniversary date of the award, and are tied to the executives' continuing employment. As of 31 December 2020, there is approximately $1 million of unearned stock-based compensation related to performance stock options (net of estimated forfeitures) which the Company expects to record as stock-based compensation over the next three years.

The fair values of the granted time and performance based awards during 2020 were estimated using the Monte Carlo simulation model with the expected volatility based on the Company's historical volatility.

The following assumptions were used during 2020:

	2020
Expected life (years)	5.00
Risk-free interest rate	0.49-1.34%
Expected dividend yield	1.16-1.62%
Expected volatility	28.99-31.40%
Weighted average volatility	30.20%

Activity of Nielsen's restricted share units (RSUs) that are ultimately payable in shares of ordinary shares granted under the Share Incentive Plan is summarized below:

	Number of RSUs	Weighted-Average Grant Date Fair Value
RSU activity		
Nonvested at 1 January 2019	3,865,684	$ 29.88
Granted	2,454,871	21.46
Forfeited	(692,718)	28.63
Vested	(986,852)	33.60
Nonvested at 31 December 2019	4,640,985	$ 25.10
Granted	2,153,198	17.14
Forfeited	(496,497)	22.59
Vested	(2,025,318)	26.38
Nonvested at 31 December 2020	4,272,368	$ 20.86

The majority of the awards granted in 2020 and 2019 will vest at a rate of 6.25% per quarter over four years. Other 2020 awards will vest at one of the following rates: 25% on the first anniversary date of the award/75% on the second anniversary date of the award, 100% on the second anniversary date of the award, 100% on the third anniversary of the award, 50% per year over two years on the anniversary date of the award, or 25% per year over four years on the anniversary date of the award. The other 2019 awards will vest at one of the following rates: 25% on the first anniversary date of the award/75% on the second anniversary date of the award, 100% on the second anniversary date of the award, 12.5% per quarter over two years, or 25% per year over four years on the anniversary date of the award.

As of 31 December 2020, approximately $28 million of unearned share-based compensation related to unvested RSUs (net of estimated forfeitures) is expected to be recognized over a weighted average period of 2.3 years.

During the years ended 31 December 2020 and 2019, the Company granted 543,942 and 523,508 performance restricted share units, respectively, representing the target number of performance restricted share subject to the award. The weighted average grant date fair value of the awards in 2020 and 2019 were $16.08 and $24.62 per share. For the performance restricted stock units granted in 2020, the total number of performance restricted stock units to be earned is subject to achievement of cumulative performance goals for the period ending 31 December 2020. For the performance restricted stock units granted in 2019, the total number of performance restricted stock units to be earned is subject to achievement of cumulative performance goals for the tw0 year period ending 31 December 2020. For the 2020 award, fifty percent of the target award will be determined based on the Company's cumulative revenue target and fifty percent of the award will be determined based on adjusted earnings per share achievements. For the 2019 award, fifty percent of the target award will be determined based on the Company's revenue compounded annual growth rate achievements and fifty percent of the award will be determined based on adjusted earnings per share achievements. As of 31 December 2020, there is approximately $4 million of unearned share-based compensation related to unvested performance restricted stock units (net of estimated forfeitures) which the Company expects to expense over the next 2 years.

In 2016, the Company implemented the Nielsen Holdings plc 2016 Employee Share Purchase Plan (the ESPP) and 2,000,000 shares were authorized for issuance under the ESPP. There were 266,984 shares and 201,637 shares issued under the ESPP in 2020 and 2019, respectively.

19. Income Taxes

Nielsen provides for income taxes utilizing the asset and liability method of accounting for income taxes. Under this method, deferred income taxes are recorded to reflect the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts at each balance sheet date, based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. The effect on deferred tax assets and liabilities of a change in the tax rates is recognized in the consolidated statements of operations as an adjustment to income tax expense in the period that includes the enactment date.

The Company records a liability for unrecognized tax benefits resulting from uncertain tax positions taken or expected to be taken in a tax return. Such tax positions are, based solely on their technical merits, more likely than not to be sustained upon examination by taxing authorities and reflect the largest amount of benefit, determined on a cumulative probability basis that is more likely than not to be realized upon settlement with the applicable taxing authority with full knowledge of all relevant information. The Company recognizes interest and penalties, if any, related to unrecognized tax benefits in income tax expense.

Throughout 2019 and 2020, ongoing federal and international audits were effectively settled in certain tax jurisdictions and the impact was recorded accordingly the financial statements.

The income tax (benefit)/expense on (loss)/profit before tax from continuing operations and discontinued operations amounted to $75 million and $(279) million for the year ended 31 December 2020 and for the year ended 31 December 2019, respectively. The major components of the income tax (benefit)/expense for those periods are:

(IN MILLIONS)	31 December 2020	31 December 2019
Current income tax expense:		
Current income tax charge/(benefit)	$ 136	$ (266)
Deferred income tax expense:		
Relating to origination and reversal of temporary differences	(61)	(13)
Income tax (benefit)/expense	$ 75	$ (279)

The aggregate current and deferred tax relating to items that are credited to equity and accumulated other comprehensive income are:

(IN MILLIONS)	31 December 2020	31 December 2019
Credited to equity		
Related to foreign currency translation adjustments and other	32	(1)
	$ 32	$ (1)

A reconciliation between the effective tax rate and domestic statutory tax rate is as follows:

(IN MILLIONS)	31 December 2020	31 December 2019
(Loss)/profit from continuing operations before income taxes	$ 364	$ 492
(Loss)/profit from discontinued operations before income taxes	(211)	(1,097)
(Loss)/profit before income taxes	153	605
UK statutory tax rate %	19.00%	19.00%
Provision for income taxes at the UK statutory rate	29	(115)
Effect of operations in non-UK jurisdictions	22	31
Impairment of goodwill and intangible assets	-	210
U.S. state and local taxation	2	10
Tax impact on global licensing arrangements	(10)	(16)
Effect of global financing activities	2	(7)
Change of estimates for contingent tax matters and audit settlements	(6)	(442)
Base erosion and other anti-abuse tax	(3)	35
Effect of change in deferred tax rates	5	46
Recognition of losses and other temp differences in current period	20	(40)
Tax impact on distribution to foreign subsidiaries	-	4
Withholding and other taxation	14	29
Tax impact of post-retirement settlements	-	(17)
Tax impact of separation transactions	18	-
Research and development credit	(7)	(5)
Other	(11)	(2)
Total (benefit)/expense for income taxes	75	(279)
Income tax (benefit)/expense reported in the statement of profit or loss	133	(148)
Income tax (benefit)/expense attributable to discontinued operations	(58)	(131)

Nielsen's future effective tax rates could be adversely affected by earnings being lower than anticipated in countries where Nielsen has lower statutory rates and higher than anticipated in countries where Nielsen has higher statutory rates, by changes in the valuation of Nielsen's deferred tax assets, or by changes in tax laws, regulations, accounting principles, or interpretations thereof.

Realization of deferred tax assets is based, in part, on Nielsen's judgment and various factors including reversal of deferred tax liabilities, Nielsen's ability to generate future taxable income in jurisdictions where such assets have arisen and potential tax planning strategies. Based upon the level of historical taxable income, projections of future taxable income over the periods in which the deferred tax assets are deductible, the Company believes it is more likely than not that it will not realize $383M on net operating losses carried forward, $183M on tax credits carried forward as well as an additional $80M of the benefits of deductible differences.

Deferred tax asset (liability) movements during the period for the year ended 31 December 2020 and for the year ended 31 December 2019 are as follows:

(IN MILLIONS)	31 December 2020	31 December 2019
Net deferred tax assets (liabilities):		
Beginning of the period	$ (818)	$ (825)
Acquisitions	(4)	(9)
Recognized in income	60	4
Recognized in equity (1)	32	(1)
Other	(1)	13
End of the period	$ (731)	$ (818)

(1) Including currency translation effects.

The deferred tax assets (liabilities) relate to the following balance sheet captions:

(IN MILLIONS)	31 December 2020	31 December 2019
Deferred tax assets (liabilities):		
Intangible assets	$ (858)	$ (939)
Net operating loss carry forwards	53	84
Capital loss carry forwards	17	-
Interest expense limitation	259	342
Employee benefits	60	59
Accrued expenses	38	19
Tax credit carryforwards	9	16
Unrealized gain on investments	(50)	(49)
Unremitted earnings	(30)	(57)
Fixed assets depreciation and computer software	(232)	(277)
Stock-based payments	8	6
Leases	28	24
Deferred Compensation	(4)	-
Other	(29)	(46)
Net deferred tax assets (liabilities)	$ (731)	$ (818)

The net deferred income tax liability is presented in the balance sheet as follows:

(IN MILLIONS)	31 December 2020	31 December 2019 (1)
Deferred tax assets		
Continuing operations	$ 54	$ 282
Discontinued operations	228	-
Deferred tax liabilities		
Continuing operations	(921)	(1,100)
Discontinued operations	(92)	-
Deferred income taxes	$ (731)	$ (818)

(1) Discontinued operations are not reflected as part of the balance sheet balances for the period ended 31 December 2019.

At 31 December 2020 and 2019, the Company had net operating loss carryforwards of approximately $1,939 million and $2,066 million, respectively, which began to expire in 2021. In addition, the Company had tax credit carryforwards of approximately $192 million and $186 million at 31 December 2020 and 2019, respectively. The Company currently believes it is more likely than not that a portion of these losses and tax credit carryforwards will not be realized.

With respect to the outside basis differences of "domestic" subsidiaries, in each taxing jurisdiction where a tiered ownership structure exists, the Company has confirmed that one or more viable tax planning strategies exists in each separate taxing jurisdiction that it could, and would - if required - employ to eliminate any income tax liability on such outside basis differences. In addition, resulting from TCJA, the company no longer asserts that all foreign undistributed earnings will be permanently reinvested, but rather the company will, over time, remit up foreign earnings and has provisioned for withholding taxes related to those earnings.

Under its existing accounting policies, the Company establishes liabilities for possible assessments by taxing authorities resulting from known income tax exposures including, but not limited to, inter-company transfer pricing, and various other income tax matters. Such amounts represent a reasonable provision for income taxes ultimately expected to be paid. The amounts recognized for these income tax uncertainties may be adjusted as more information becomes available in future periods.

20. Related Party Transactions

Related Party Transactions with Subsidiaries, Associates and key management personnel

As of 31 December 2020 and 2019, Nielsen had investments in associates of $17 million, inclusive of $6 million classified within Assets held for sale, and $18 million, respectively.

Obligations between Nielsen and its associates are regularly settled in cash in the ordinary course of business. Nielsen had net receivables from its associates of approximately $3 million and $2 million for the years ended 31 December 2020 and 2019, respectively.

Compensation of key management personnel

See the Directors' remuneration report in this Annual Report for details relating to key management personnel compensation. The directors of the company are considered to be key management personnel. Taxable benefits paid to key management personnel include but are not limited to financial planning and annual health exam reimbursements, healthcare benefits, 401(k) employer matching contribution, relocation assistance and Company paid life insurance benefits. Share based payments for the year ended 31 December 2020 for Nielsen's key management personnel was $5 million (2019: $5 million). The gain on exercised share options for the years ended 31 December 2020 and 2019 for Nielsen's key management personnel was zero and zero, respectively.

21. Commitments and Contingencies

Leases and Other Contractual Arrangements

In July 2019, the Company amended its Second Amended and Restated Master Services Agreement (the "MSA"), dated as of 1 October 2017 and effective as of 1 January 2017 (the "Effective Date"), with Tata America International Corporation and Tata Consultancy Services Limited (jointly, "TCS") by executing Amendment Number One (the "Amendment") with TCS, dated as of 1 July 2019 and effective as of 1 January 2019 (the "Amendment Effective Date"). The Amendment reduces the amount of services Nielsen has committed to purchase from TCS from the Amendment Effective Date through the remaining term of the MSA (the "Minimum Commitment") to $1.413 billion, including a commitment to purchase at least $275 million in services during 2019, at least $250 million in services during 2020, $184.3 million in services per year from 2021 through 2024, and $137.8 million in services in 2025 (in each of the foregoing cases, the "Annual Commitment"). TCS's charges under existing and future statements of work ("SOW") pursuant to the MSA will continue to be credited against the Minimum Commitment and the Annual Commitment and the occurrence of certain events, some of which also provide Nielsen with the right to terminate the Agreement or SOWs, as applicable, will continue to be available to reduce the Minimum and Annual Commitment Amounts as they occur. The parties also agreed to certain other commercial terms. However, the other material terms of the MSA as reflected in the MSA and as previously disclosed remain unchanged. As of 31 December 2020, the remaining TCS commitment was approximately $875 million.

Nielsen has also entered into operating leases and other contractual obligations to secure real estate facilities, agreements to purchase data processing services and leases of computers and other equipment used in the ordinary course of business and various outsourcing contracts. These agreements are not unilaterally cancelable by Nielsen, are legally enforceable and specify fixed or minimum amounts or quantities of goods or services at fixed or minimum prices.

The amounts presented below represent the minimum annual payments under Nielsen's purchase obligations that have initial or remaining non-cancelable terms in excess of one year. The obligations include those associated with the businesses included in both continuing and discontinued operations as of 31 December 2020. These purchase obligations include data processing, building maintenance, equipment purchasing, photocopiers, land and mobile telephone service, computer software and hardware maintenance, and outsourcing.

	For the Years Ending 31 December						
(IN MILLIONS)	**2021**	**2022**	**2023**	**2024**	**2025**	**Thereafter**	**Total**
Other contractual obligations[a]	$ 123	$ 105	$ 73	$ 51	$ 33	$ 163	$ 548
Leases	447	279	256	186	139	3	1,310
Total	$ 570	$ 384	$ 329	$ 237	$ 172	$ 166	$ 1,858

(a) Other contractual obligations represent obligations under agreement, which are not unilaterally cancelable by Nielsen, are legally enforceable and specify fixed or minimum amounts or quantities of goods or services at fixed or minimum prices. Nielsen generally requires purchase orders for vendor and third party spending. The amounts presented above represent the minimum future annual services covered by purchase obligations including data processing, cloud services, building maintenance, equipment purchasing, photocopiers, land and mobile telephone service, computer software and hardware maintenance, and outsourcing. Nielsen's remaining commitments as of 31 December 2020, under the outsourced services agreement with TCS have been included above based on the Annual Commitment minimum required payments.

Nielsen recognized rental income received under subleases of $2 million and $3 million for the years ended 31 December 2020 and 2019, respectively. At 31 December 2020, Nielsen had aggregate future proceeds to be received under non-cancelable subleases of $4 million.

Nielsen also has minimum commitments under non-cancelable Finance leases. See Note 12 "Borrowings and Other Financing" for further discussion.

Guarantees and Other Contingent Commitments

At 31 December 2020, Nielsen was committed under the following significant guarantee arrangements:

Letters of credit

Letters of credit issued and outstanding amount to $18 million and $17 million at 31 December 2020 and 2019, respectively.

Legal Proceedings and Contingencies

In August 2018, a putative shareholder class action lawsuit was filed in the Southern District of New York, naming as defendants Nielsen, former Chief Executive Officer Dwight Mitchell Barns, and former Chief Financial Officer Jamere Jackson. Another lawsuit, which alleged similar facts but also named other Nielsen officers, was filed in the Northern District of Illinois in September 2018 and transferred to the Southern District of New York in December 2018. The actions were consolidated on 22 April 2019, and the Public Employees' Retirement System of Mississippi was appointed lead plaintiff for the putative class. The operative complaint was filed on 27 September 2019, and asserts violations of certain provisions of the Securities Exchange Act of 1934, as amended, based on allegedly false and materially misleading statements relating to the outlook of Nielsen's Buy (now "Connect") segment, Nielsen's preparedness for changes in global data privacy laws and Nielsen's reliance on third-party data. Nielsen moved to dismiss the operative complaint on November 26, 2019. On 4 January 2021, certain of the allegations against Nielsen and its officers were dismissed, while others were sustained. Discovery is in its early stages and is ongoing. In addition, in January 2019, a shareholder derivative lawsuit was filed in New York Supreme Court against a number of Nielsen's current and former officers and directors. The derivative lawsuit alleges that the named officers and directors breached their fiduciary duties to the Company in connection with factual assertions substantially similar to those in the putative class action complaint. The derivative lawsuit further alleges that certain officers and directors engaged in trading Nielsen stock based on material, nonpublic information. By agreement dated 26 June 2019, the derivative lawsuit was stayed pending resolution of Nielsen's motion to dismiss the aforementioned securities litigation. Nielsen anticipates an amended complaint will be filed in the coming months. Nielsen intends to defend these lawsuits vigorously. Based on currently available information, Nielsen believes that the Company has meritorious defenses to these actions and that their resolution is not likely to have a material adverse effect on Nielsen's business, financial position, or results of operations.

As previously disclosed in the Form 8-K filed with the Securities and Exchange Commission (the "SEC") on 1 February 2021, five lawsuits were filed relating to the Connect Transaction in federal and state courts, including one purported class action lawsuit, by purported Nielsen shareholders against Nielsen and the members of our Board of Directors (collectively, the "Actions"). The Actions generally alleged that the proxy statement filed by Nielsen in connection with the Transaction misrepresented and/or omitted certain purportedly material information and asserted violations of Sections 14(a) and 20(a) of the Exchange Act and the rules promulgated thereunder or negligent and fraudulent misrepresentation and concealment in violation of New York common law and breach of duty of disclosure under the laws of England and Wales. The alleged material misstatements and omissions related to, among other topics, certain forecasted financial information for the Global Connect business prepared by Nielsen's management, the opinion of J.P. Morgan Securities LLC ("J.P. Morgan"), Nielsen's financial advisor, in connection with the Connect Transaction, the interests of Nielsen's directors and officers in the Transaction and certain background events that occurred in connection with the Connect Transaction. The plaintiffs in each of the Actions sought, among other things, an injunction against the consummation of the Transaction or, in the alternative, rescission damages, as well as an award of costs and expenses (including attorneys' and experts' fees and expenses). On 1 February 2021, Nielsen filed a Current Report on Form 8-K with the SEC voluntarily making supplemental disclosures related to the Connect Transaction. In light of the supplemental disclosures, the plaintiffs in the Actions agreed to dismiss their claims with prejudice as to the named plaintiffs only and without prejudice to all other members of the putative class. As of 25 February 2021, the four Actions filed in federal court have been voluntarily dismissed and the parties in the state court action have filed a stipulation and proposed order of voluntary discontinuance with the court.

Nielsen is also subject to litigation and other claims in the ordinary course of business, some of which include claims for substantial sums. Accruals have been recorded when the outcome is probable and can be reasonably estimated. While the ultimate results of claims and litigation cannot be determined, the Company does expect that the ultimate disposition of these matters will not have a material adverse effect on its operations or financial condition. However, depending on the amount and the timing, an unfavorable resolution of some or all of these matters could materially affect the Company's future results of operations or cash flows in a particular period.

22. Segments

The Company aligns its operating segments in order to conform to management's internal reporting structure, which is reflective of service offerings by industry. Operating segments are aggregated into two reporting segments: Nielsen Global Connect ("Connect"), consisting principally of market research information and analytical services; and Nielsen Global Media ("Media"), consisting principally of television, radio, online and mobile audience and advertising measurement and corresponding analytics. Reportable operating segments are consistent with the basis and manner in which Nielsen's chief operating decision maker ("CODM") uses financial information for the purpose of allocating resources and evaluating performance.

Corporate consists principally of unallocated items such as certain facilities and infrastructure costs as well as intersegment eliminations. Certain corporate costs, including those related to selling, finance, legal, human resources, and information technology systems, are considered operating costs and are allocated to the Company's segments based on either the actual amount of costs incurred or on a basis consistent with the operations of the underlying segment. Information with respect to the operations of each of Nielsen's business segments is set forth below based on the nature of the services offered and geographic areas of operations.

Financial information used by the CODM for the purpose of allocating resources and evaluating performance is reported in the Nielsen Holdings plc Consolidated Financial Statements as reported on Form 10K, which is prepared in accordance with US GAAP. Given the nature and structure of the business, no IFRS financial information is prepared at a segment level. Adjustments are prepared at a consolidated level only and no IFRS financial information is used by the CODM for the purpose of allocating resources and evaluating performance. Amounts presented below are prepared in accordance with US GAAP. Unless otherwise stated the amounts given below are materially consistent under both US GAAP and IFRS preparation bases.

(IN MILLIONS)	Connect	Media	Corporate and eliminations	Total
Financial performance				
Revenues				
2020	$ 2,929	$ 3,361	$ —	$ 6,290
2019	$ 3,057	$ 3,441	$ —	$ 6,498
Business segment income/(loss) (1)				
2020	$ 454	$ 1,474	$ (46)	$ 1,882
2019	$ 422	$ 1,476	$ (45)	$ 1,853
Depreciation and amortization expenses				
2020	$ 267	$ 590	$ 7	$ 864
2019	$ 231	$ 518	$ 7	$ 756
Impairment of goodwill and other long-lived assets				
2020	$ 126	$ 58	$ —	$ 184
2019	$ 1,104	$ —	$ —	$ 1,104
Restructuring charges				
2020	$ 107	$ 26	$ 11	$ 144
2019	$ 49	$ 15	$ 16	$ 80
Share based payment				
2020	$ 15	$ 15	$ 23	$ 53
2019	$ 15	$ 13	$ 22	$ 50
Separation-related costs(2)				
2020	$ 2	$ 3	$ 118	$ 123
2019	$ —	$ —	$ —	$ —
Other items(3)				
2020	$ 1	$ 1	$ 46	$ 48
2019	$ —	$ —	$ 56	$ 56
Operating (loss)/income				
2020	$ (64)	$ 782	$ (252)	$ 466
2019	$ (877)	$ 930	$ (146)	$ (93)
Financial position				
Capital expenditures				
2020	$ 213	$ 279	$ 27	$ 519
2019	$ 195	$ 308	$ 16	$ 519
Total assets				
2020	$ 4,234	$ 9,129	$ 772	$ 14,135
2019	$ 4,376	$ 9,675	$ 268	$ 14,319

There are no differences between Revenue and Capital Expenditure amounts presented under US GAAP and IFRS.

Reconciliation of to profit/(loss) before tax:

	2020	2019
US GAAP Operating (loss)/income measure	$ 466	$ (93)
Adjustments arising due to differences in accounting treatment(4)	79	58
Interest income	2	6
Interest expense	(371)	(397)
Foreign currency exchange transactions losses, net	(9)	(10)
Other (expense)/income, net	(14)	(169)
IFRS profit/(loss) before tax measure	$ 153	$ (605)
IFRS loss from discontinued operations before tax measure	(211)	(1,097)
IFRS profit from continuing operations before tax measure	$ 364	$ 492

Reconciliation of Total Assets:

	2020	2019
US GAAP measure	$ 14,135	$ 14,319
Adjustments arising due to differences in accounting treatment(5)	418	343
IFRS Measure	$ 14,553	$ 14,662
Assets held for sale	(3,087)	-
Total assets of Nielsen	$ 11,466	$ 14,662

(1) The Company's chief operating decision maker uses business segment income/(loss) to measure performance from period to period both at the consolidated level as well as within its operating segments.

(2) Separation-related costs consists of costs that would not have been incurred if Nielsen was not undertaking the separation of the Nielsen Global Connect business from the Nielsen Global Media business and positioning Global Connect and Global Media to operate as two independent companies.

(3) Other items primarily consist of business optimization costs and transaction related costs for the year ended 31 December 2020. Other items primarily consist of business optimization costs, including strategic review costs, and transaction related costs for the year ended 31 December 2019.

(4) Differences in the accounting treatment of restructuring provisions between IFRS and US GAAP standards give rise to total differences of $12 million in the restructuring charges presented in the current period (2019: $(3) million). Differences in the accounting treatment of goodwill and other non-current assets between IFRS and USGAAP standards give rise to total differences of $29 in the impairment charges million presented in the current period (2019: $(100). Differences in the accounting treatment of pension expense give rise to total differences of $(12) million in the pension expense presented in the current period (2019: $174 million). See Note 16 "Post-Retirement Benefit Obligations" for additional information. Differences in the accounting treatment of amortizable intangibles give rise to total differences of $(4) million in expense presented in the current period (2019: $(2) million). Differences in the accounting treatment of finance leases vs. operating leases give rise to total differences of $(11) million in expense presented in the current period (2019: $(9) million). Difference in accounting treatment for discontinued operations gives rise to a total difference of $66 million for depreciation and amortization expense (2019: zero) Remaining differences in accounting treatments are not considered to be material, both individually and in aggregate.

(5) Differences in accounting treatment of goodwill and intangibles between IFRS and US GAAP standards prior to the recodification and alignment of IFRS and US GAAP as well as the timing of classification of the Global Connect business within discontinued operations and Assets Held for Sale give rise to $410 million adjustments to total assets in the current period (2019: $346 million). Differences in the accounting treatment of finance leases vs. operating leases give rise to total differences of $6 million in right-of-use-asset presented in the current period (2019: $(9) million). See Note 8 "Leases" for additional information. Remaining differences in accounting treatments are not considered to be material, both individually and in aggregate.

Geographic Information

(IN MILLIONS)	Revenues(1)	Net Assets
2020		
United States	$ 3,678	$ 2,513
North and South America, excluding the United States	505	420
United Kingdom	209	58
Other Europe, Middle East & Africa	1,169	(855)
Asia Pacific	729	481
Total	$ 6,290	$ 2,617

(IN MILLIONS)	Revenues(1)	Net Assets
2019		
United States	$ 3,724	$ 2,220
North and South America, excluding the United States	551	457
United Kingdom	208	95
Other Europe, Middle East & Africa	1,179	(546)
Asia Pacific	836	462
Total	$ 6,498	$ 2,688

(1) Revenues are attributed to geographic areas based on the location of customers.

23. Additional Financial Information

Personnel costs

(IN MILLIONS)	2020	2019
Wages and salaries	$ 1,677	$ 1,740
Pension	48	19
Payroll taxes	169	163
Other employee benefits	145	161
Other personnel costs(1)	158	277
Total personnel costs	$ 2,197	$ 2,360
Discontinued operations	(1,172)	(1,282)
Total Nielsen personnel costs	$ 1,025	$ 1,078

(1) Other includes multiple items, none of which are individually significant.

Interest Expense

(IN MILLIONS)	2020	2019
Interest expense relates to the following:		
Senior secured credit facilities	$ 136	$ 162
Debenture loans	196	218
Finance leases and other	28	34
Revolving credit facility	6	13
Interest rate swaps	24	(9)
Total interest expense	$ 390	$ 418
Discontinued operations(1)	(50)	(59)
Total Nielsen interest expense	$ 340	$ 359

(1) See Note 24 “Discontinued Operations”.

Other expense, net

(IN MILLIONS)	2020	2019
Other expense net (1) (2)	$ (6)	$ (6)
Discontinued operations(3)	9	2
Total Nielsen other expense, net	$ (15)	$ (4)

(1) Other expense, net of $15 million for the year ended 31 December 2020, was primarily related to certain costs incurred in connection with our debt refinancing transactions, as well as the write-off of certain previously deferred financing fees in conjunction with the refinancing and loss from business disposition, partially offset by a gain on sale from equity method investments.

(2) Other expense, net of $4 million for the year ended 31 December 2019 was primarily related to a loss from the sale of a consolidated business.

(3) See Note 24 “Discontinued Operations”.

Cash and cash equivalents

(IN MILLIONS)	2020	2019
Cash	$ 610	$ 454
Cash in transit	—	—
Cash and cash equivalents	$ 610	$ 454
Assets held for sale (1)	(107)	-
Total Nielsen cash and cash equivalents	$ 503	$ 454

Other current assets

(IN MILLIONS)	2020	2019
Prepaid expenses	$ 248	$ 242
Income tax receivable	120	96
Other current assets(1)	61	58
Total other current assets	$ 429	$ 396
Assets held for sale(2)	(242)	-
Total Nielsen other current assets	$ 187	$ 396

(1) Other includes multiple items, none of which are individually significant.

(2) See Note 24 “Discontinued Operations”.

Other non-current assets

For the years ended 31 December 2020 and 2019, other non-current assets of $188 million and $235 million include multiple items, none of which are individually significant. Other non-current assets from continuing operation was $104 million for the year ended 31 December 2020. Other non-current assets from Assets held for sale was $84 million for the year ended 31 December 2020. See Note 24 “Discontinued Operations”.

Other non-current liabilities

(IN MILLIONS)	2020	2019
Defined benefit pension	$ 295	$ 260
Non-current tax payable(1)	172	186
Other non-current liabilities(2)	113	117
Total other non-current liabilities	$ 580	$ 563
Liabilities associated with assets held for sale(3)	(213)	-
Total Nielsen other non-current liabilities	$ 367	$ 563

(1) See Note 19 "Income Taxes" for further detail.

(2) Other includes multiple items, none of which are individually significant.

(3) See Note 24 "Discontinued Operations".

Average number of employees

The average number of employees during the year was made up as follows:

(in thousands)	2020	2019
Client Service	14	17
Operations	28	25
Administration	2	4
Total employees	44	46

Audit and Non-Audit Fees

In connection with the audit of the Company's annual financial statements for the year ended 31 December 2020, we entered into an agreement with Ernst & Young LLP ("Ernst & Young") which sets forth the terms by which Ernst & Young performed audit services for the Company.

The following table presents fees for professional services rendered by Ernst & Young for the audit of our financial statements for the years ended 31 December 2020 and 2019 and fees billed for other services rendered by Ernst & Young for those years:

(In millions)	Year Ended 31 December 2020	Year Ended 31 December 2019
Audit of company	$ 4.1	$ 4.1
Audit of subsidiaries	5.0	4.1
Total audit	$ **9.1**	$ **8.2**
Audit related assurance services	1.8	1.0
Other assurance services	0.3	0.3
Tax compliance services	0.3	0.3
Total non-audit services	**$ 2.4**	**$ 1.6**
Total:	**$ 11.5**	**$ 9.8**

24. Discontinued Operations

On 31 October 2020, Nielsen entered into the Connect Sale Agreement to sell its Global Connect business. The Connect Transaction was unanimously approved by the Company's Board of Directors. The Connect sale resulted in the Global Connect segment being classified as a disposal group held for sale as of 1 November 2020. The Global Connect business met the criteria to be classified as held for sale at 1 November 2020 as management is committed to a plan to sell, it is available for immediate sale and can be sold to the buyer in its current condition; the actions to complete the sale to affiliates of Advent International Corporation were expected to be completed within one year from the date of initial classification and as of that date actions required to complete the sale indicated that it is unlikely that the plan will significantly change or be withdrawn. Subsequent to 1 November 2020, the Connect

Transaction was approved by the Company's shareholders at a special meeting on 11 February 2021. The Connect Transaction closed on 5 March 2021.

As of 1 November 2020, Nielsen ceased depreciating the non-current assets classified as held for sale. In addition, the debt covenants of our term loan facilities require the net proceeds from the Connect sale to be utilized to repay debt. As such, the expected payments have been included within liabilities held for sale. The results of the Global Connect business presented as discontinued operations are below.

		Years Ended 31 December	
Notes	**(IN MILLIONS EXCEPT SHARE AND PER SHARE DATA)**	**2020**	**2019**
22	Revenues	$ 2,929	$ 3,057
8,9,10	Depreciation and amortization expenses	319	358
9	Impairment of goodwill and other non-current assets	38	1,104
	Other operating expenses	2,716	2,634
	Operating loss	**(144)**	**(1,039)**
	Interest expense	(50)	(59)
	Other finance Costs	(17)	1
	Loss from discontinued operations before tax	**(211)**	**(1,097)**
19	Income tax	58	131
	Net loss from discontinued operations	**$ (153)**	**$ (966)**

The major classes of assets and liabilities of Nielsen Global Connect classified as held for sale as at 31 December are, as follows:

Note	(IN MILLIONS)		31 December 2020
	Assets:		
	Non-current assets		
9	Goodwill	$	360
9	Other intangible assets		950
8	Leases: right-of-use-assets		272
10	Property, plant & equipment		133
14	Investment in associates		6
14	Other non-current financial assets		6
23	Other non-current assets		84
19	Deferred tax assets		228
	Total non-current assets	$	2,039
	Current assets		
23	Other current assets	$	242
11	Trade and other receivables		689
23	Cash and cash equivalents		107
	Total current assets	$	1,038
	Assets held for sale	$	3,077
	Liabilities:		
	Non-current liabilities		
15	Provisions	$	9
12	Borrowings and other financing		1,548
14	Other non-current financial liabilities		4
23	Other non-current liabilities		213
19	Deferred tax liabilities		92
	Total non-current liabilities	$	1,866
	Current liabilities		
11	Trade and other payables		590
	Deferred revenue		235
12	Borrowings and other financing		85
	Other current liabilities		26
15	Provisions		33
		$	969
	Liabilities directly associated with assets held for sale	$	2,835

		2020
Amounts accumulated in OCI		
Foreign currency translation reserve		(229)
Actuarial losses		(155)
Reserve on disposal group classified as held for sale	$	(384)

The net cash flows incurred by Nielsen, as follows:

		2020		2019
Net cash provided by operating activities		131		305
Net cash used in investing activities		(232)		(207)
Net cash used in financing activities		(84)		(85)
Net cash inflow/(outflow)	$	(185)	$	13

Earnings per share:

	2020	2019
Basic, (loss) for the year from discontinued operations	(0.43)	(2.71)
Diluted, (loss) for the year from discontinued operations	(0.43)	(2.71)

25. Subsequent Events

On 4 February 2021, the Board declared a cash dividend of $0.06 per share on the Company's ordinary shares. The dividend was paid on 18 March 2021 to shareholders included on the register of members at the close of business on 4 March 2021.

On 31 October 2020, Nielsen entered into the Connect Sale Agreement to sell its Global Connect business to affiliates of Advent International Corporation, for $2.7 billion in cash, subject to adjustments based on closing levels of cash, indebtedness, debt-like items and working capital, and the Connect Warrant. On 11 February 2021 a virtual special meeting of Nielsen's shareholders was held. At the special meeting, the Connect Transaction was submitted to a vote of the shareholders through the solicitation of proxies. Approval of the Connect Transaction required the affirmative vote of the holders of a majority of ordinary shares present (online or by proxy) at the special meeting. The Connect Transaction was approved by the requisite vote of Nielsen's shareholders. The Connect Transaction closed on 5 March 2021. The Company received net proceeds of $2.4 billion on 5 March 2021, subject to final closing adjustments. Proceeds from the sale were utilized for debt repayment.

Based on Global Connect's historical balance sheet information as of December 31, 2020 and estimated transaction closing costs, we expect to record a gain on disposal, net of tax, from the Connect Transaction. The net proceeds of $2.4 billion utilized in calculating the gain are subject to final closing adjustments.

Based on these assumptions, the estimated gain on disposal, net of tax, could be up to $450 million. The actual gain on disposal will be based on Global Connect's balance sheet information as of the closing as well as post-closing adjustments and may differ significantly.

On 16 March 2021, Nielsen completed the partial prepayment of $1.0 billion of the Senior secured term loans due 2023 and $0.3 million of the Senior secured term loans due 2025. The partial prepayment resulted in aggregate principal amount of 2023 and 2025 Senior secured term loans remaining outstanding of approximately $2.6 billion and $1 billion, respectively. Nielsen redeemed $150 million outstanding aggregate principal amount of its 5.500% Senior notes due 2021 effective 21 March 2021 and called for redemption of $825 million of outstanding aggregate principal amount of the 5.000% Senior Notes due 2022 effective 10 April 2021, in each case at a redemption price equal to 100% of the principal amount of such notes to be redeemed, plus accrued and unpaid interest thereon to, but excluding, the applicable redemption date.

Company Financial Statements of Nielsen Holdings plc

Balance Sheet

Note	(IN MILLIONS)	31 December 2020	31 December 2019
	Assets:		
	Non-current assets		
4	Investment in subsidiary	$ 2,397	$ 2,470
5	Loans outstanding from subsidiary	25	25
	Other non-current assets	—	1
	Total non-current assets	2,422	2,496
	Current assets		
	Receivable from associated companies	3	7
	Cash and cash equivalents	1	2
	Total current assets	4	9
	Total assets	$ 2,426	$ 2,505
	Equity and liabilities:		
	Non-current liabilities		
	Other non-current liabilities	$ —	$ —
	Current liabilities		
	Accounts payable and other current liabilities	—	10
	Intercompany payables	1	—
	Total liabilities	1	10
6	**Shareholders' equity:**		
	Share capital	$ 32	$ 32
	Share premium	129	141
	Retained earnings	2,264	2,322
	Total shareholders' equity	2,425	2,495
	Total equity and liabilities	$ 2,426	$ 2,505

As the Company is included in the consolidated financial statements, made up to 31 December each year, it has elected not to present a separate income statement as provided by Section 408 of the Companies Act 2006. The Company's income was $65 million and loss of $338 million for the year ended 31 December 2020 and 2019, respectively.

The Board approved the financial statements set out on pages 166 to 172 on 9 April 2021.

For and on behalf of the Board

David Kenny

Chief Executive Officer/Director

9 April 2021

Statement of Cash Flows

(IN MILLIONS)	31 December 2020	31 December 2019
Net cash used in by operating activities	$ (14)	$ (8)
Other investing activities	1	—
Net cash provided by investing activities	$ 1	$ —
Financing Activities:		
Cash dividends paid to shareholders	(86)	(395)
Repurchase of ordinary shares	—	—
Cash dividends received from subsidiaries	98	396
Other financing activities	2	6
Net cash provided by/(used in) financing activities	14	7
Net increase/(decrease) in cash and cash equivalents	1	(1)
Cash and cash equivalents, beginning of period	2	3
Cash and cash equivalents, end of period	$ 3	$ 2

Statement of Changes in Equity

(IN MILLIONS)	Share Capital	Share Premium	Retained Earnings	Capital and Reserves Attributable to Nielsen Holdings plc Controlling Equity Holders
Balance as of 1 January 2019	$ 32	$ 149	$ 3,072	$ 3,253
Loss for the year	—	—	(338)	(338)
Other comprehensive loss	—	—	(78)	(78)
Total comprehensive loss for the year	—	—	(416)	(416)
Employee share purchase plan	—	—	4	4
Common stock activity from share-based compensation plans	—	(8)	—	(8)
Dividends to shareholders	—	—	(395)	(395)
Share-based payment	—	—	57	57
Balance as of 31 December 2019	$ 32	$ 141	$ 2,322	$ 2,495
Income for the year	—	—	65	65
Other comprehensive loss	—	—	(97)	(97)
Total comprehensive loss for the year	—	—	(32)	(32)
Employee share purchase plan	—	—	4	4
Common stock activity from share-based compensation plans	—	(12)	—	(12)
Dividends to shareholders	—	—	(86)	(86)
Share-based payment	—	—	56	56
Balance as of 31 December 2020	$ 32	$ 129	$ 2,264	$ 2,425

Notes to the Financial Statements

1. Basis of Presentation

The Company is incorporated in England as a public company limited by shares and its registered office is located at Nielsen House, John Smith Drive, Oxford, Oxfordshire, OX4 2WB, United Kingdom.

These Company financial statements and related notes of the Company have been prepared in accordance with International Accounting Standards in conformity with the requirements of the Companies Act 2006 ("IFRS").

The financial statements and related notes have been prepared and presented in millions of US Dollars, being the Company's functional currency.

The Company has no employees and the directors did not receive any emoluments from the Company for their qualifying services.

Consolidated financial statements

Foreign currencies

Transactions denominated in foreign currencies are translated at the rate applicable at the transaction date. Monetary assets and liabilities denominated in foreign currencies are recorded at the rate applicable at the accounting date. Any gain or loss arising from a change in exchange rates subsequent to the date of the transaction is included as a foreign exchange gain or loss in the profit and loss account.

Going Concern

The financial statements have been prepared on the going concern basis in accordance with applicable accounting standards in the United Kingdom.

The Company is the ultimate parent undertaking of a group ("Nielsen Group") engaged in global performance management providing its customers with comprehensive intelligence of what consumers watch and what they buy and how those choices intersect.

The Group is cash generative and the Company has been and will be funded by loans from subsidiary undertakings and the remittance of dividends from subsidiary undertakings. The directors have received written confirmation that amounts payable to subsidiary undertakings will not be recalled prior to 31 December 2022.

As a consequence, the directors believe the company is well placed to manage its business risks successfully and the directors believe it is appropriate to adopt the going concern basis in preparing these financial statements.

Dividends

Dividends are recorded in the year when approved and declared. Dividends to shareholders for the years ended 31 December 2020 and 2019 were $86 million and $395 million respectively, as shown in the Statement of Changes in Equity and relates to the dividends declared by Nielsen Holdings plc.

Interest

Interest is recognized in the period in which it is incurred or earned at the applicable interest rate.

Investments in subsidiaries

Investments in subsidiary undertakings are accounted for under the equity method, less any provision for impairment. Annually, the directors consider whether any events or circumstances have occurred which indicate that the carrying value of these investments may not be recoverable. If such circumstances do exist, a full impairment review is undertaken to establish whether the carrying amount exceeds the higher of net realizable value or value in use. If this is the case, an impairment charge is recorded to reduce the carrying value of the related investments.

Revenue

The Company did not trade during the year and thus there is no revenue.

2. Summary of Significant Accounting Policies

Use of Estimates

The preparation of financial information requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities as well as disclosure of contingent assets and liabilities at the date of the financial information and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from estimates. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the company financial statements are disclosed in Note 4 in the consolidated financial statements.

Cash and Cash Equivalents

Cash and cash equivalents comprise cash at banks and in hand and deposits held at call with banks with a remaining maturity of three months or less. Cash equivalents are carried at fair value.

Loans from subsidiaries

Borrowings are recognized initially at fair value. Borrowings are subsequently stated at amortized cost plus accrued interest.

Dividends

Dividends are recorded as a liability in the period in which they are approved.

Investment in subsidiaries

Investments in subsidiary are accounted for under the equity method, less any provision for impairment. Annually, the directors consider whether any events or circumstances have occurred which indicate that the carrying value of these investments may not be recoverable. If such circumstances do exist, a full impairment review is undertaken to establish whether the carrying amount exceeds the higher of net realizable value or value in use. If this is the case, an impairment charge is recorded to reduce the carrying value of the related investments.

3. Related Party Transactions

The Company enters into certain transactions with its subsidiaries through the normal course of operations and periodically settles these transactions in cash. On 31 December 2020 and 2019, the Company had a $25 million loan receivable from subsidiaries associated with financing transactions.

4. Investment in subsidiary

(IN MILLIONS)		
Balance at 1 January 2019	$	3,221
Equity interests from direct and indirect investments in subsidiary		(355)
Dividends		(396)
Balance at 31 December 2019	$	2,470
Equity interests from direct and indirect investments in subsidiary		24
Dividends received from subsidiaries		(97)
Balance at 31 December 2020	$	2,397

5. Loans receivable from subsidiary

(IN MILLIONS)		
Balance at 1 January 2019	$	25
Changes in loans during the period		—
Balance at 31 December 2019	$	25
Changes in loans during the period		—
Balance at 31 December 2020	$	25

6. Shareholders' Equity Authorized, Issued and Fully Paid

(IN MILLIONS, EXCEPT SHARE AND PER SHARE DATA)	31 December 2020	31 December 2019
Ordinary shares, € 0.07 par value, 1,185,800,000 shares authorized; 357,678,263 and 356,158,879 shares issued; and 357,644,935 and 356,149,883 shares outstanding at 31 December 2020 and 2019, respectively	$ 32	$ 32
Total share capital	$ 32	$ 32

Ordinary share activity is as follows:

(Actual number of shares of ordinary shares outstanding)	
1 January 2019	355,271,737
Shares of ordinary shares issued through compensation plans	835,057
Shares held for share compensation plans(1)	43,089
31 December 2019	356,149,883
Shares of ordinary shares issued through compensation plans	1,519,384
Shares held for share compensation plans(1)	(24,332)
31 December 2020	357,644,935

(1) Represents employee trust shares that are issued but not outstanding since Nielsen is not able to cancel employee shares under UK law. The balance keeps replenishing based on shares that were issued for taxes that don't go to an employee. When Nielsen issues new shares, the Company first issues out of that repository rather than new shares.

In connection with the Merger in 2015, the Company issued 364,505,424 ordinary shares of €0.07 each to persons who were, immediately prior to the completion of the Merger, shareholders of Nielsen N.V. in exchange for the ordinary shares they held in Nielsen N.V., which were then cancelled pursuant to the Merger.

As a result of the Merger, the consideration paid for Nielsen ordinary shares, including any incremental directly attributable costs, is recorded as a deduction from shareholders' equity. When such shares are sold, any consideration received, net of any directly attributable costs, is recorded within shareholders' equity. Thus, all cumulative shares of Nielsen treasury share have been cancelled and included within Nielsen's share capital.

On 31 January 2013, the Company's Board of Directors (the "Board") adopted a cash dividend policy to pay quarterly cash dividends on its outstanding ordinary shares. The following table represents the cash dividends declared by the Board and paid for the years ended 31 December 2019 and 2020, respectively.

Declaration Date	Record Date	Payment Date	Dividend Per Share
February 21, 2019	March 7, 2019	March 21, 2019	$ 0.35
April 18, 2019	June 5, 2019	June 19, 2019	$ 0.35
July 18, 2019	August 22, 2019	September 5, 2019	$ 0.35
November 3, 2019	November 21, 2019	December 5, 2019	$ 0.06
February 20, 2020	March 5, 2020	March 19, 2020	$ 0.06
April 16, 2020	June 4, 2020	June 18, 2020	$ 0.06
July 16, 2020	August 20, 2020	September 3, 2020	$ 0.06
October 27, 2020	November 19, 2020	December 3, 2020	$ 0.06

The dividend policy and payment of future cash dividends are subject to the discretion of the Board.

Nielsen's Board approved a share repurchase program, as included in the below table, for up to $2 billion in the aggregate of our outstanding ordinary shares. The primary purposes of the program are to return value to shareholders and to mitigate dilution associated with our equity compensation plans.

Board Approval	Share Repurchase Authorization ($ in millions)
25 July 2013	$ 500
23 October 2014	$ 1,000
11 December 2015	$ 500
Total Share Repurchase Authorization	$ 2,000

Repurchases under this program will be made in accordance with applicable securities laws from time to time and depending on Nielsen's evaluation of market conditions and other factors. This program has been executed within the limitations of the authority granted Nielsen on 6 August 2015 and which has been extended by the authority approved by Nielsen's shareholders at its annual general meeting of shareholders held on 12 May 2020, which authority will expire on 12 May 2025.

As of 31 December 2020, there have been 39,426,521 shares of our common stock purchased at an average price of $44.95 per share (total consideration of approximately $1,772 million) under this program. There were no share repurchases for the year ended 31 December 2020.

7. Notes to the Income Statement

Nielsen Holdings plc's income statement reflects net income of $65 million and net loss of $338 million from subsidiaries, and financial expense of $14 million and $6 million for the years ended 31 December 2020 and 2019, respectively.

8. Audit fees

	31 December	
(IN THOUSANDS)	2020	2019
Company Audit fees	$ 50	$ 50

9. Employees

Nielsen Holdings plc and its subsidiaries have approximately 43,000 employees worldwide which are predominantly outside the UK for each of the year ended 31 December 2020 and 2019.

(IN THOUSANDS)	2020	2019
U.S. and Canada	9	10
Latin America	7	7
Europe, Middle East and Africa	12	13
Asia Pacific	15	16
	43	46

Please refer to the Report on directors' remuneration and Note 20 "Related Parties Transactions" to the consolidated financial statements for disclosures relating to the emoluments, share incentives and long term incentive interests and pensions of the directors.

10. Guarantees

Nielsen Holdings plc guarantees the following:

The Senior Notes (as referred to under Note 12 of the consolidated financial statements) are jointly and severally guaranteed on an unconditional basis by Nielsen and subject to certain exceptions, each of the direct and indirect wholly-owned subsidiaries of Nielsen, including VNU Intermediate Holding B.V., Nielsen Holding and Finance B.V., VNU International B.V., TNC (US) Holdings, Inc., VNU Marketing Information, Inc. and ACN Holdings, Inc., and the wholly-owned subsidiaries thereof, including the wholly-owned U.S. subsidiaries of ACN Holdings, Inc., in each case to the extent that such entities provide a guarantee under the senior secured credit facilities.

11. Directors' Remuneration

Directors remuneration is borne by a fellow subsidiary undertaking. The directors do not believe it is practicable to apportion this amount between their services as directors of the Company and their services as directors of the fellow subsidiaries and associated undertakings. See Directors' Remuneration Report for the relevant disclosures in relation to directors' remuneration for the financial year ended 31 December 2020.

12. Post Balance Sheet Events

On 4 February 2021, the Board declared a cash dividend of $0.06 per share on the Company's ordinary shares. The dividend was paid on 18 March 2021 to shareholders included on the register of members at the close of business on 4 March 2021.

On 31 October 2020, Nielsen entered into an agreement (the "Connect Sale Agreement") to sell its Global Connect business to affiliates of Advent International Corporation (the "Connect Transaction"), for $2.7 billion in cash, subject to adjustments based on closing levels of cash, indebtedness, debt-like items and working capital, and a warrant to purchase equity interests in the company that will own the Global Connect business (the "Connect Warrant"). On 11 February 2021 a virtual special meeting of Nielsen's shareholders was held. At the special meeting, the Connect Transaction was submitted to a vote of the shareholders through the solicitation of proxies. Approval of the Connect Transaction required the affirmative vote of the holders of a majority of ordinary shares present (online or by proxy) at the special meeting. The Connect Transaction was approved by the requisite vote of Nielsen's shareholders. The Connect Transaction closed on 5 March 2021. The Company received net proceeds of $2.4 billion on 5 March 2021, subject to final closing adjustments. Proceeds from the sale were utilized for debt repayment.

Based on Global Connect's historical balance sheet information as of December 31, 2020 and estimated transaction closing costs, we expect to record a gain on disposal, net of tax, from the Connect Transaction. The net proceeds of $2.4 billion utilized in calculating the gain are subject to final closing adjustments.

Based on these assumptions, the estimated gain on disposal, net of tax, could be up to $450 million. The actual gain on disposal will be based on Global Connect's balance sheet information as of the closing as well as post-closing adjustments and may differ significantly.

On 6 March 2021, Nielsen completed the partial prepayment of $1.0 billion of the Senior secured term loans due 2023 and $0.3 million of the Senior secured term loans due 2025. The partial prepayment resulted in aggregate principal amount of 2023 and 2025 Senior secured term loans remaining outstanding of approximately $2.6 billion and $1 billion, respectively. Nielsen redeemed $150 million outstanding aggregate principal amount of its 5.500% Senior notes due 2021 effective 21 March 2021 and called for redemption of $825 million of outstanding aggregate principal amount of the 5.000% Senior Notes due 2022 effective 10 April 2021, in each case at a redemption price equal to 100% of the principal amount of such notes to be redeemed, plus accrued and unpaid interest thereon to, but excluding, the applicable redemption date.

Nielsen Holdings plc full list of Subsidiaries, Equity and Costs Investments as of 31 December 2020

Company	Country of Registered Office	Registered Address	Shareholder	Purpose	%
ACNielsen AMER Algeria EURL	Algeria	Route wilaya 142, N° 213, LOT 01, cite Saada 16035 Ouled Fayet, Algeria	AMER Research Limited	Marketing Research	100
AGB America S.A.	Anguilla	The Hansa Bank Building, 1st Floor, PO Box 727, Landsome Road, The Valley, AI-2640, Anguilla	AGB Nielsen Media Research B.V.	Marketing Research	100
Gracenote Argentina S.R.L.	Argentina	Av. del Libertador 6350 Piso 6 C1428ART Buenos Aires Argentina	Gracenote Media Services, LLC Gracenote South America Holdco, LLC	Marketing Research	91.26 8.74
The Nielsen Company South America S.R.L.	Argentina	Cecilia Grierson 255, Piso 6, Cuidad Autonoma de Buenos Aires, Argentina	Nielsen Sub Holding Company ACNielsen Company of Canada	Marketing Research	12.21 87.79
HWW Pty Ltd	Australia	Level 2 Building B, 11 Talavera Road, Macquarie Park NSW 2113 Australia	Gracenote Media Services, LLC	Marketing Research	100
Landsberry and James Marketing Pty Ltd	Australia	Building B 11 Tavalera Road, Macquerie Park, NSW 2113, Australia	NetRatings Australia Pty Ltd	Marketing Research	100
Landsberry and James Pty Ltd	Australia	Building B 11 Tavalera Road, Macquerie Park, NSW 2113, Australia	NetRatings Australia Pty Ltd	Marketing Research	100
Media Core Pty Ltd	Australia	Building B 11 Tavalera Road, Macquerie Park, NSW 2113, Australia	NetRatings Australia Pty Ltd	Marketing Research	100
NetRatings Australia Pty. Ltd.	Australia	ACNielsen Centre, Building B, 11 Talavera Road, 2133, Sydney	The Nielsen Company (Holdings) Pty. Limited	Marketing Research	100
Nielsen Connect Australia Pty Ltd	Australia	11, Talavera Road, Macquarie Park, NSW 2113, Australia	Nielsen Sub Holdings I B.V.	Marketing Research	100
Nielsen Television Audience Measurement Pty. Ltd.	Australia	Ground Floor, 166 Epping Road, NSW 2066 Lane Cove, Australia	AGB Nielsen Media Research TAM Holding B.V.	Marketing Research	100
Nielsen Sports Pty Ltd.	Australia	Suite 301 Level 3,61-71 Dunning Avenue, Rosebery NSW 2018, Australia	RSMG Insights Coöoperatief U.A.	Marketing Research	100
Repucom International Pty Ltd	Australia	Suite 301 Level 3, 61 - 71 Dunning Avenue, Rosebery NSW 2018, Australia.	RSMG Insights Coöoperatief U.A.	Marketing Research	100
Repucom Investments Pty Ltd	Australia	Suite 103 Level 1, 165 Walker Street, North Sydney NSW 2060, Australia.	Repucom International Pty Ltd	Marketing Research	100
Savvy Media Monitoring Pty Ltd	Australia	Building B 11 Tavalera Road, Macquerie Park, NSW 2113, Australia	NetRatings Australia Pty Ltd	Marketing Research	100
The Nielsen Company (Australia) Pty. Ltd.	Australia	11, Talavera Road, Macquarie Park, NSW 2113, Australia	The Nielsen Company (Holdings) Pty. Limited	Marketing Research	100
The Nielsen Company (Holdings) Pty. Limited	Australia	ACNielsen Centre, Building B, 11 Talavera Road, 2133, Sydney	AGB Nielsen Media Research B.V.	Holding Company	100
A.C. Nielsen Gesellschaft m.b.H.	Austria	Dresdner Straße 91, Big Biz C, 1200 Vienna	ACNielsen (Nederland) B.V.	Marketing Research	100
The Nielsen Company (Bangladesh) Ltd.	Bangladesh	House70, Road 15A, Dhanmondia R/A, Dhaka 1209, Bangladesh	Nielsen (India) Private Limited	Marketing Research	100
ACNielsen Bel	Belarus	Office 31, 57 Dzerhinskogo Avenue, 220089 Minsk, Belarus	ACNielsen Cyprus Limited	Marketing Research	100
Nielsen Media Belgium SRL	Belgium	Avenue des Pléiades 73, 1200 Woluwe-Saint-Lambert	AGB Nielsen Media Research B.V.	Marketing Research	100
Nielsen Sports Belgium SA	Belgium	Avenue des Pléiades 73, 1200 Woluwe-Saint-Lambert	Nielsen Sports France Sàrl Nielsen Sports UK and Ireland Limited	Marketing Research	99.7 0.3
The Nielsen Company (Belgium) SPRL	Belgium	Avenue des Pléiades 73, 1200 Brussels	ACNielsen Holdings Ltd. The Nielsen Company (Denmark) ApS	Marketing Research	99.9919 0.0081
Empresa de Servicios AC Nielsen S.A.	Bolivia	Av. Los Cusis No. 2020 (entre Av Beni y Av Alemania) Santa Cruz - Bolivia	Nielsen Sub Holdings I B.V. Javier Romero (third party) Iver Lawrence von Borries Antezana (third party)	Marketing Research	99.71 0.145 0.145
A.C. Nielsen do Brasil Ltda.	Brazil	Rua Monte Castelo 55, Cotia, Sao Paulo	Art Holding (Brazil) C.V. Nielsen Holdings, L.L.C.	Marketing Research	99.988082 0.01191762
Gracenote Brasil Metainformacao Limitada	Brazil	Rua George Ohm, nº 230, 18º andar, conjuntos comerciais nºs 201, 202, 203 e 204 e 19º andar, conjuntos comerciais nºs 212 e 213, Bloco A do Edifício LWV, São Paulo, Brazil , CEP 04576-020	Gracenote Media Services, LLC Gracenote South America Holdco, LLC	Marketing Research	95.48 4.52

Company	Country of Registered Office	Registered Address	Shareholder	Purpose	%
Nielsen eRatings.com do Brasil Ltda	Brazil	Rua Monte Castelo, 55 Cotia, 01419-100 Brazil	Nielsen Digital Solutions A.C. Nielsen do Brasil Ltda	Marketing Research	99.999829 0.000171
Nielsen Serviços de Mídia Brasil Ltda	Brazil	City of Cotia, State of São Paulo, at Rua Monte Castelo, 55, Granja Viana, Zip Code 06710-675	Nielsen Media Research B.V.	Marketing Research	100
PointLogic Latin America Desenvolvimento e Consultoria de Sistemas Ltda.	Brazil	Alameda Santos 200, CJ. 21, Ed. Victoria Plaza. CEP 01418-000, Sao Paulo, Brazil.	Nielsen Media Research B.V.	Marketing Research	100
Repucom Brazil Participações Ltda	Brazil	Av. das Nações Unidas, 14.171 - 15º andar - Marble Tower - Vila Gertrudes - São Paulo - SP - Brasil	RSMG Insights Coöoperatief U.A. José Colagrossi Neto (third party)	Marketing Research	99.9671 0.0329
ACNielsen Bulgaria Ltd	Bulgaria	Antim Tower, Kukush Street, 12 & 13 floors, Ilinden, 1309 Sofia	ACNielsen Cyprus Limited	Marketing Research	100
Nielsen Admosphere Bulgaria JSC	Bulgaria	Blvd. Hadzhi Dimitar №16, fl.5, office № 11 Sliven, 8800	Nielsen Admosphere, a.s.	Marketing Research	100
ACNielsen Cameroon Sarl	Cameroon	Immeuble Ibanne Plateau Joss, 3rd Floor, 264, rue de la Motte-Picquet-Bonanjo, P.O. Box 11783, Douala, Cameroon	ACNielsen Cyprus Limited	Marketing Research	100
7266782 Canada Inc	Canada	211 Horseshoe Lake Drive Halifax, NS B3S 0B9 Canada	Gracenote Canada, Inc	Marketing Research	100
ACNielsen Company of Canada	Canada	160 McNabb Street, L3R 4B8, Markham, Ontario	ACNielsen (Nederland) B.V.	Marketing Research	100
Gracenote Canada, Inc	Canada	211 Horseshoe Lake Drive Halifax, NS B3S 0B9 Canada	AGB Nielsen Media Research B.V.	Marketing Research	100
Nielsen Media Research Limited	Canada	160 McNabb Street, L3R 4B8, Markham, Ontario	The Nielsen Company (US), LLC	Marketing Research	100
Nielsen Sub Holding Company	Canada	160 McNabb Street, L3R 4B8, Markham, Ontario	ACNielsen Company of Canada	Holding Company	100
Nielsen Sports Canada, Inc.	Canada	160 McNabb Street, Markham, Ontario L3R 4B8	RSMG Insights Coöoperatief U.A.	Marketing Research	100
SportsDirect Inc	Canada	211 Horseshoe Lake Drive Halifax, NS B3S 0B9 Canada	Gracenote Canada, Inc 7266782 Canada Inc	Marketing Research	21,1 78,9
ACNielsen Cayman Islands Colombia Ltd.	Cayman Islands	190 Elgin Avenue, George Town Grand Cayman KY1-9005 Cayman Islands	Nielsen Sub Holdings II B.V.	Marketing Research	100
IBOPE eRatings.com Latin America	Cayman Islands	Finab - International Corporate Management Services Ltd, genesis Building, 3rd Floor, P.O. Box 32338 SMB, Genesis Cl, George Town KY1-1209, Cayman Islands	Nielsen Digital Solutions International Media Surveys LLC (third party)	Marketing Research	92 8
Nielsen Digital Solutions	Cayman Islands	Registered address: Finab International Corporate Management Services Ltd., Genesis Building, 3rd Floor, PO Box 32338, Grand Cayman, KY1-1209, Cayman Islands	ACNielsen eRatings.com	Marketing Research	100
A.C. Nielsen Chile Limitada	Chile	Cerro el Plomo #5680, Piso 13, Las Condes, Santiago, Chile	Nielsen Holdings, L.L.C. Nielsen Sub Holdings I B.V.	Marketing Research	0.4 99.6
Infostrada Technology Harbin Ltd	China	Binnenwal 2 3432 GH Nieuwegein The Netherlands	Infostrada Statistics B.V.	Marketing Research	100
The Nielsen Company (Guangzhou) LTD	China	12 F MayFlower Plaza, No. 68 Zhong Shan Wu Road, Yue Xiu District 510030 Guangzhou Guangdong, China	ACNielsen Group Limited Guangzhou Commercial Development Group Ltd (Third party shareholder)	Marketing Research	90 10
The Nielsen Company (Shanghai) Ltd.	China	East Ocean Centre (Phase II) # 600 Yan'an East Road, 200001 Shanghai	AGB Nielsen Media Research B.V. Third party shareholder(s)	Marketing Research	90 10
A.C. Nielsen de Colombia Ltda.	Colombia	Calle 100 No. 9A-45, Piso 10, Torre 2, Bogota DC	ACNielsen Cayman Islands Colombia Ltd. Nielsen Sub Holdings II B.V.	Marketing Research	99.999999987 1 0.0000000129

Company	Country of Registered Office	Registered Address	Shareholder	Purpose	%
ACNielsen Costa Rica S.A.	Costa Rica	150 mts este de la embajada americana, diagonal a la bomba la favorita, oficentro 104, primer piso, Pavas, San Jose, Costa Rica.	Nielsen Sub Holdings II B.V.	Marketing Research	100
AC Nielsen Cote d'Ivoire Limited	Cote d'Ivoire	Rue J106 Lot N, 2038 25 BP 1862, Abidjan	ACNielsen Cyprus Limited	Marketing Research	100
ACNielsen d.o.o.	Croatia	Budmanijeva 1, 10000 Zagreb, Croatia	ACNielsen Piackutató Kft.	Marketing Research	100
AGB Nielsen Media Research Ltd.	Croatia	Budmanijeva 1, 10000 Zagreb, Croatia	AGB Nielsen Media Research TAM Holding B.V. Srdan Dumicic (third party) Damir Tabulovstrelov (third party)	Marketing Research	51 24.5 24.5
ACNielsen Cyprus Limited	Cyprus	Mailing: House of RAI, 8 Skopa Street 1075 Nicosia, Cyprus (Registered: 284 Arch. Makarios III Avenue, Fortuna Court, Block B, Limassol 3105, Cyprus)	ACNielsen (Nederland) B.V.	Marketing Research	100
AMER Research Limited	Cyprus	Mailing: House of RAI, 8 Skopa Street 1075 Nicosia, Cyprus (Registered: 284 Arch. Makarios III Avenue, Fortuna Court, Block B, Limassol 3105, Cyprus)	ACNielsen (Nederland) B.V.	Marketing Research	100
MEMRB Retail Tracking Services Limited	Cyprus	Mailing:House of RAI, 8 Skopa Street 1075 Nicosia, Cyprus (Registered:Karaiskaki 13, 3032, Limassol Cyprus)	Nielsen Sub Holdings I B.V.	Marketing Research	100
Nielsen Audience Measurement (Cyprus) Ltd.	Cyprus	Mailing: House of RAI, 8 Skopa Street 1075 Nicosia, Cyprus (Registered: Georgiou Vizyinou, Anna Court, 2nd floor, Agioi Omologites, 1082 Nicosia, Cyprus)	The Nielsen Company (Greece) Audience Measurement and Market Research Single Member Societe Anonyme, The Nielsen Company (Greece) Single Member S.A. (Distinctive Title)	Marketing Research	100
RPJV The Retail Plus Company Limited	Cyprus	Mailing: 5 Limassol Avenue, 1647 Nicosia (Registered: 284 Arch. Makarios III Avenue, Fortuna Court, Block B, Limassol 3105, Cyprus)	VNU International B.V.	Marketing Research	100
ACNielsen Czech Republic s.r.o.	Czech Republic	City Tower, Hvezdova 1716/2b, 140 78, Prague 4, Czech Republic	ACNielsen Cyprus Limited	Marketing Research	100
Adwind Software, a.s.	Czech Republic	Ceskobratrska 1-2778, 130 00 Prague 3, Czech Republic	Nielsen Admosphere, a.s.	Marketing Research	100
Nielsen Admosphere, a.s.	Czech Republic	Ceskobratrska 1-2778, 130 00 Prague 3, Czech Republic	AGB Nielsen Media Research B.V. Tereza Šimečková (third party) Michal Jordan (third party)	Marketing Research	51 24.5 24.5
EPG Systems ApS (in liquidation)	Denmark	Gammeltorv 8, 2. DK-1457 Copenhagen K Denmark	Gracenote Media Services, LLC	Marketing Research	100
Nielsen Media Denmark ApS	Denmark	Tuborg Parkvej 3, 1. tv. 2900 Hellerup, Denmark	AGB Nielsen Media Research B.V.	Marketing Research	100

Company	Country of Registered Office	Registered Address	Shareholder	Purpose	%
The Nielsen Company (Denmark) ApS	Denmark	Strandvejen 70, 2900 Hellerup, Denmark	ACNielsen AB	Marketing Research	100
ACNielsen Dominicana, SRL	Dominican Republic	Ave Pedro Henriquez Urena 138, Torre Empresarial Reyna II No. 405, La Esperilla, Santo Domingo	Nielsen Sub Holdings I B.V. ACNielsen (Nederland) B.V.	Marketing Research	99.5454545 0.455
Nielsen IBOPE Dominicana, S.R.L.	Dominican Republic	Ave. John F. Kennedy case esq Nunez de Caceres, 4to Piso, Edif Compania Electromecanina, Santo Domingo	AGB America S.A. AGB Nielsen Media Research B.V. IBOPE Latinoamericana S.A. (Uruguay) (third party)	Marketing Research	51 2.4 46.6
ACNielsen Ecuador S.A.	Ecuador	Kennedy Norte, Av. Nahim Isaías y Luis Orrantia, Mz. 801 No. 28, CP 090112, Guayaquil, Ecuador	Nielsen Sub Holdings I B.V. Nielsen Sub Holdings II B.V.	Marketing Research	99.9999335 0.000066577
Nielsen Egypt LLC	Egypt	4th and 5th floor, 8 Abdul Salam Zaki Street, 11361 Helipolis, Cairo	AMER Research Limited ACNielsen Cyprus Limited	Marketing Research	99.04 0.96
AC Nielsen El Salvador, S.A. de C.V.	El Salvador	Nueva #1, Casa #3670, Colonia Escalon, San Salvador	ACNielsen Centroamerica, S.A. Nielsen Sub Holdings I B.V.	Marketing Research	99 1
ACNielsen Eesti OÜ	Estonia	Pärnu maantee 67a, 10134 Tallinn, Estonia	ACNielsen Cyprus Limited	Marketing Research	100
A.C. Nielsen Finland Oy	Finland	Linnoitustie 11, 02600 Espoo	Nielsen Sub Holdings II B.V.	Marketing Research	100
Finnpanel Oy	Finland	Lönnrotinkato 20A, Helsinki 00120 Finland	AGB Nielsen Media Research B.V. TNS Gallup Oy (third party)	Marketing Research	50 50
A3 Distrib S.A.S.	France	2, rue de la Flèche, 49300 Cholet France	Nielsen Holding France SAS	Marketing Research	100
AC Nielsen S.A.S.	France	Building Sceneo, 1 rue Ethel & Julius Rosenberg Bezons France 95870 France	Nielsen Holding France SAS	Marketing Research	100
Nielsen Holding France S.A.S.	France	9 Ave des trois Fontaines, 95007, Cergy Pontoise	Nielsen Sub Holdings I B.V.	Holding Company	100
Nielsen Media France S.A.S.	France	Building Sceneo, 1 rue Ethel & Julius Rosenberg Bezons France 95870 France	AGB Nielsen Media Research B.V.	Marketing Research	100
Nielsen Media Services France S.A.S.	France	Building Sceneo, 1 rue Ethel & Julius Rosenberg Bezons France 95870 France	AGB Nielsen Media Research B.V.	Marketing Research	100
Nielsen Services France S.A.S.	France	Building Sceneo, 1 rue Ethel & Julius Rosenberg Bezons France 95870 France	Nielsen Holding France SAS	Marketing Research	100
Nielsen Sports France Sarl	France	20 Rue Jacques Dulud, 92200 Neuilly - Sure Seine, France	Nielsen Sports Deutschland GmbH	Marketing Research	100
Gracenote GmbH	Germany	St.-Martin-Strasse 61 81669 Muenchen, Germany	Gracenote Inc	Marketing Research	100
Nielsen Services Germany GmbH	Germany	Insterburger Strasse 16, 60487 Frankfurt am Main	The Nielsen Company (Germany) GmbH	Marketing Research	100
Nielsen Tele Medical GmbH	Germany	Insterburger Str. 16, 60487 Frankfurt am Main	Nielsen Sub Holdings I B.V.	Marketing Research	100
Nielsen Sports Deutschland GmbH	Germany	Scheidtweilerstr. 17, 50933 Cologne, Germany	Nielsen Media Germany GmbH	Marketing Research	100
Nielsen Media Germany	Germany	Scheidtweilerstr. 17, 50933 Cologne,	RSMG Insights Coöoperatief	Marketing	100

Company	Country of Registered Office	Registered Address	Shareholder	Purpose	%
GmbH		Germany	U.A.	Research	
Refined Labs GmbH	Germany	Herzog-Wilhelm-Straße 26, 80331 München, Germany	The Nielsen Company (US) LLC	Marketing Research	100
Nielsen Media Services GmbH	Germany	Scheidtweilerstr. 17, 50933 Cologne, Germany	Nielsen Media Germany GmbH	Marketing Research	100
The Nielsen Company (Germany) GmbH	Germany	Insterburger Strasse 16, 60487 Frankfurt am Main	Nielsen Holding France SAS	Marketing Research	100
VNU Business Publications Deutschland GmbH	Germany	Weilheimer Straße 40, 79761 Waldshut-Tiengen, Germany	VNU Holding (Deutschland) GmbH	Marketing Research	100
VNU Holding (Deutschland) GmbH	Germany	Weilheimer Straße 40, 79761 Waldshut-Tiengen, Germany	Nielsen Holding and Finance B.V.	Holding Company	100
ACNielsen Ghana Limited	Ghana	4th Floor Gulf House, Airport West P.O. Box KIA 9235, Accra, Ghana	ACNielsen Cyprus Limited	Marketing Research	100
Nielsen Consumer Greece Single Member S.A.	Greece	166 Syggrou Avenue, 17671, Kallithea, Athens	Nielsen Sub Holdings I B.V.	Marketing Research	100
Organotiki S.A.	Greece	166 Syggrou Avenue, 17671, Kallithea, Athens	The Nielsen Company (Greece) Audience Measurement and Market Research Single Member Societe Anonyme, The Nielsen Company (Greece) Single Member S.A. (Distinctive Title) Moschou (third party)	Marketing Research	80 20
The Nielsen Company (Greece) Audience Measurement and Market Research Single Member Societe Anonyme, The Nielsen Company (Greece) Single Member S.A. (Distinctive Title)	Greece	Market Research: 166 Syggrou Avenue, 17671, Kallithea, Athens. Audience Measurement: 64, Louise Riencourt Street, Apollon Tower, side A, 21st Fl., 11523, Athens	AGB Nielsen Media Research B.V.	Marketing Research	100
ACNielsen Centroamerica, S.A.	Guatemala	5ta av. 5-55 zona 14 Edificio Europlaza Torre 3 nivel 4 oficina 403, Ciudad de Guatemala	Nielsen Sub Holdings II B.V. ACNielsen Costa Rica S.A.	Marketing Research	99.9975 0.00254
MEMRB Retail Tracking Services (Guernsey) Ltd.	Guernsey	Ground Floor, Dorey Court, Admiral Park, St Peter Port, Guernsey, GY1 2HT	MEMRB Retail Tracking Services Limited JTC Fund Solutions (Guernsey) Limited	Marketing Research	99.993 0.007
ACNielsen Honduras S.A. de C.V.	Honduras	Boulevard del norte, centro comercial Santa Monica fase 3, segundo piso, local 8, San Pedro Sula	ACNielsen Centroamerica, S.A. Nielsen Sub Holdings I B.V.	Marketing Research	99.6 0.4
ACNielsen Holdings Limited	Hong Kong	10/F Dorset House, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong	Nielsen Sub Holdings II B.V.	Holding Company	100
ACNielsen Group Limited	Hong Kong	10/F Dorset House, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong	The Nielsen Company (Management ACNielsen Holdings LimitedServices -HK) Limited	Marketing Research	99.792 0.208
Gracenote Limited	Hong Kong	10/F Dorset House, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong	Gracenote Inc	Marketing Research	100
Nielsen Media Hong Kong Limited	Hong Kong	10/F Dorset House, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong	AGB Nielsen Media Research B.V.	Marketing Research	100
The Nielsen Company (Hong Kong) Limited	Hong Kong	10/F Dorset House, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong	The Nielsen Company (Management Services - HK) Limited	Marketing Research	100
The Nielsen Company (Management Services - HK) Limited	Hong Kong	10/F Dorset House, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong	ACNielsen Holdings Limited Nielsen Sub Holdings II B.V.	Marketing Research	99.99999848 0.00000152
ACNielsen Piackutató Kft.	Hungary	Váci Utca 81, 1056, Budapest	ACNielsen Cyprus Limited	Marketing Research	100
Nielsen Közönségmérés Kft.	Hungary	Budapest, Vaci u. 81, 1056 Hungary.	AGB Nielsen Media Research TAM Holding	Marketing Research	100

Company	Country of Registered Office	Registered Address	Shareholder	Purpose	%
			B.V.		
Arbitron Technology Services India Private Ltd.	India	Godrej IT Park, C block, 6th floor, Godrej Business District, Phirojshanagar, LBS Marg, Vikhroli West, Mumbai 400 079	Nielsen Audio, Inc. Arbitron Holdings Inc.	Marketing Research	99.999437 0.000562866
Tribune Digital Ventures Software Development Center India Private Limited	India	Canberra Tower, 17th Floor U.B. City, Vittal Mallya Road Bangalore 560001 India	Gracenote Digital Ventures, LLC Gracenote International Holdco, LLC	Marketing Research	99,984 0,016
Nielsen (India) Private Limited	India	Godrej IT Park, C block, 6th floor, Godrej Business District, Phirojshanagar, LBS Marg, Vikhroli West, Mumbai 400 079	Nielsen Sub Holdings I B.V. TNC Europe B.V.	Marketing Research	99.999.957 0.000043
NeuroFocus Systems & Services Private Ltd.	India	Godrej IT Park, C block, 6th floor, Godrej Business District, Phirojshanagar, LBS Marg, Vikhroli West, Mumbai 400 079	ACNielsen Corporation The Nielsen Company (Mauritius) Limited	Marketing Research	68 32
Nielsen Sports India Private Limited	India	1st Floor, Crescent 4, Prestige Shantiniketan, Whitefield Bangalore, Bangalore KA 560048, India.	Repucom International Pty Ltd Nielsen Sports America, LLC Nielsen Sports Singapore Pte Ltd Krishnan Vaidyanathan (third party)	Marketing Research	57.26848 35.26425 7.46721 0.00006
TAM Media Research Private Limited	India	1st Floor, Awfis Space Solutions, Poddar Chambers, Mathuradas Mill Compound, S B Marg Lower Parel, Mumbai MH 400013, India.	Nielsen (India) Private Limited Kantar Media Research Pvt Ltd (third party)	Marketing Research	50 50
What's On India Media Private Limited	India	3rd Floor, B Wing, Todi Estate Sunmill Compound, Lower Parel (West), Mumbai MH 400013, India	Tribune Digital Ventures Singapore Pte Ltd Gracenote Digital Ventures Software Development Center India Private Limited	Marketing Research	99,32 0,68
Visual IQ Techno Services India Private Limited	India	Unit No. 301 & 302 & 303 World Trade Centre - Kochi 3rd Floor, Infopark, Kakkanad Kochi, Ernakulam KL 682042, India	The Nielsen Company (US) LLC	Marketing Research	100
PT. Nielsen Audience Measurement	Indonesia	Millennium Centennial Center, 46th Floor, Jl. Jend. Sudirman Kav.25, Karet Sub-District, Setiabudi District, South Jakarta 12920	AGB Nielsen Media Research B.V. AGB Nielsen Media Research TAM Holding B.V.	Marketing Research	99 1
PT. Sri Karya Utama Graha	Indonesia	Mayapada Tower 17th. FL Jl Jend Sudirman Kav 28, 12920, Jakarta	The Nielsen Company (Singapore) Holdings Pte. Ltd. PT. The Nielsen Company Indonesia	Marketing Research	99.77 0.23
PT. The Nielsen Company Indonesia	Indonesia	Mayapada Tower 17th. FL Jl Jend Sudirman Kav 28, 12920, Jakarta	The Nielsen Company (Singapore) Holdings Pte. Ltd. The Nielsen Company (Singapore) Pte. Ltd.	Marketing Research	99 1
A.C. Nielsen of Ireland Limited	Ireland	14 River Walk National Digital Park, City West Business Park Campus, Dublin 24, D24 XN32, Ireland	Nielsen Sub Holdings II B.V.	Marketing Research	100
Nielsen Finance Holdings Ireland Limited (in liquidation)	Ireland	14 River Walk National Digital Park, City West Business Park Campus, Dublin 24, D24 XN32, Ireland	Nielsen Finance Ireland Limited	Marketing Research	100
Nielsen Finance Ireland Limited (in liquidation)	Ireland	14 River Walk National Digital Park, City West Business Park Campus, Dublin 24, D24 XN32, Ireland	Nielsen Luxembourg S.a.r.l.	Marketing Research	100
Nielsen Media Watch Ireland Limited	Ireland	14 River Walk National Digital Park, City West Business Park Campus, Dublin 24, D24 XN32, Ireland	AGB Nielsen Media Research B.V.	Marketing Research	100
The Nielsen Company Finance (Ireland) Designated Activity Company (in liquidation)	Ireland	14 River Walk National Digital Park, City West Business Park Campus, Dublin 24, D24 XN32, Ireland	Nielsen Luxembourg S.a.r.l.	Marketing Research	100

Company	Country of Registered Office	Registered Address	Shareholder	Purpose	%
ACNielsen (Israel) Ltd.	Israel	Amot Platinum Tower - 25 Efal street ,Petach-Tikva .POB 3821 Israel	Nielsen Sub Holdings I B.V.	Marketing Research	100
eXelate Media Ltd.	Israel	121 Menachem Begin Road, 18th floor, Tel Aviv, Israel 6701318	eXelate, Inc.	Marketing Research	100
Nielsen Innovate Fund, LP* *Nielsen Innovate Fund, LP has several investments in Israel, not included in this overview	Israel	mailing: 15 Halamish St. Northern Industrial Park Caesarea 30889, Israel (P.O. Box 3113). Lawyer's address: 5 Azrieli Center, The Square Tower, 132 Begin Road, Tel Aviv 67021	AGB Nielsen Media Research B.V. R&R Venture Partners LLC (third party) Fred Langhammer (third party) Nielsen Innovate Ltd. Partam High Tech Limited (third party) Mr. Itzhak Fisher (third party, individual)	Marketing Research	LP LP LP LP LP LP
Nielsen Innovate Ltd.	Israel	mailing: 15 Halamish St. Northern Industrial Park Caesarea 30889, Israel (P.O. Box 3113). Lawyer's address: 5 Azrieli Center, The Square Tower, 132 Begin Road, Tel Aviv 67021	AGB Nielsen Media Research B.V.	Marketing Research	100
vBrand Ltd	Israel	121 Menachem Begin street ,Tel Aviv Israel-Azrieli Sarona Building. POB 21-25	eXelate Media Ltd	Marketing Research	100
Volcano Data Limited	Israel	121 Menachem Begin street ,Tel Aviv Israel-Azrieli Sarona Building. POB 21-25	A.C.Nielsen Company Limited	Marketing Research	100
AGB Nielsen Media Research Holding S.p.A.	Italy	Centro Direzionale Milanofiori, Strada 6, Palazzo A11/12/13, Assago (Milan), Italy	AGB Nielsen Media Research B.V.	Holding Company	100
Nielsen Media Italy S.r.l.	Italy	Centro Direzionale Milanofiori, Strada 6, Palazzo A11/12/13, Assago (Milan), Italy	AGB Nielsen Media Research B.V.	Marketing Research	100
Nielsen Media Services Italy S.r.l.	Italy	Centro Direzionale Milanofiori, Strada 6, Palazzo A11/12/13, Assago (Milan), Italy	Nielsen Media Italy S.r.l.	Marketing Research	100
Nielsen Services Italy S.r.l.	Italy	Centro Direzionale Milanofiori, Strada 6, Palazzo A11/12/13, Assago (Milan), Italy	The Nielsen Company (Italy) S.r.l.	Marketing Research	100
Nielsen Sports Italia Srl	Italy	Strada 3 - Palazzo B4 - Assago MilanoFiori (Mi) 20090	Nielsen Media Germany GmbH	Marketing Research	100
The Nielsen Company (Italy) S.r.l.	Italy	Centro Direzionale Milanofiori, Strada 6, Palazzo A11/12/13, Assago (Milan), Italy	Nielsen Sub Holdings I B.V.	Marketing Research	100
Gracenote KK	Japan	Shibuya Place 8F, 1-10-5 Dogenzaka, Shibuya-ku, Tokyo 150-0043, Japan	Gracenote Inc	Marketing Research	100
Nielsen Digital Co., Ltd.	Japan	Akasakatameike Tower, 2-17-7, Akasaka, Minato-ku, Tokyo 107-0052 Japan	ACNielsen eRatings.com NetRatings Australia Pty. Ltd. Video Research Ltd (Third Party)	Marketing Research	54,68 11.32 34
Nielsen Media Japan GK	Japan	Akasaka Tameike Tower, 2-17-7 Akasaka, Minato-ku, Tokyo 107-0052 Japan	AGB Nielsen Media Research B.V.	Marketing Research	100
Nielsen Services Japan GK	Japan	Akasakatameike Tower, 2-17-7, Akasaka, Minato-ku, Tokyo 107-0052 Japan	The Nielsen Company Japan	Marketing Research	100
Nielsen Sports Japan K.K.	Japan	Akasakatameike Tower, 2-17-7, Akasaka, Minato-ku, Tokyo 107-0052 Japan	Repucom International Pty Ltd	Marketing Research	100
The Nielsen Company Japan	Japan	Akasaka Tameike Tower 11F, 2-17-7 Akasaka, 107-0052, Minato Ku, Tokyo, Japan	The Nielsen Company (Singapore) Holdings Pte. Ltd.	Marketing Research	100
Nielsen for Consultancies Limited Liability Company	Jordan	4 Abdullah Bin Rawaha str., Al Rabia Towers, 4th floor, Al Rabia, Amman, Jordan	Nielsen Sub Holdings I B.V.	Marketing Research	100
Television Information Technology Company LLC	Jordan	A’rar St., City Plaza Building #106 8th Floor Office #182 Amman, Jordan	What's On India Media Private Limited	Marketing Research	100
ACNielsen Kazakhstan	Kazakhstan	245 Furmanova Street, Sarkand 4th	ACNielsen Cyprus Limited	Marketing	100

Company	Country of Registered Office	Registered Address	Shareholder	Purpose	%
LLP		Flow, Kazakhstan		Research	
ACNielsen Kenya Limited	Kenya	RiverSide Drive, 14 Riverside. BELGRAVIA Bld 1st floor, P.O. Box 53786, 0200 NAIROBI KENYA	ACNielsen Cyprus Limited Yordanov (third party)	Marketing Research	99.9 0.1
Enswers Inc	Korea	Seoul City Tower Building 22nd Floor, 110, Huam-ro, Jung-gu Seoul Korea 100-741	Gracenote Korea Ltd	Marketing Research	100
Gracenote Korea Ltd	Korea	22nd Fl., Seoul City Tower, 110, Huam-ro, Jung-gu, Seoul, Korea	Gracenote Inc	Marketing Research	100
Nielsen Services Korea Ltd.	Korea	13fl. Central Place Bldg., 50 Seosomun-ro, Jung-gu, Seoul 100-859, South Korea.	Nielsen Sub Holdings II B.V.	Marketing Research	100
Nielsen Media Korea LLC	Korea	13 F (Jungnim-dong), 50, Seosomun-ro, Jung-gu, Seoul	RSMG Insights Coöoperatief U.A.	Marketing Research	100
The Nielsen Company Korea Ltd	Korea	13fl. Central Place Bldg., 50 Seosomun-ro, Jung-gu, Seoul 100-859, South Korea.	ACNielsen Company of Canada	Marketing Research	100
ACNielsen Latvia SIA	Latvia	Cesu Street 31, 1st building, 5th floor, 1011 LV Riga, Latvia	ACNielsen Cyprus Limited	Marketing Research	100
UAB ACNielsen Baltics	Lithuania	A. Juozapaviciaus Street 6/2, 09310, Vilnius	ACNielsen Cyprus Limited	Marketing Research	100
Nielsen Holdings Luxembourg S.a.r.l.	Luxembourg	22, Rue Jean-Pierre Brasseur, L-1258 Luxembourg, Grand Duchy of Luxembourg	Nielsen Luxembourg S.a.r.l.	Marketing Research	100
Nielsen Luxembourg S.a.r.l.	Luxembourg	22, Rue Jean-Pierre Brasseur, L-1258 Luxembourg, Grand Duchy of Luxembourg	Nielsen Holding and Finance B.V.	Marketing Research	100
The Nielsen Company (Luxembourg) S.a.r.l.	Luxembourg	22, Rue Jean-Pierre Brasseur, L-1258 Luxembourg, Grand Duchy of Luxembourg	ACNielsen Corporation	Marketing Research	100
Nielsen Audience Measurement Sdn. Bhd.	Malaysia	Level 16, Plaza 33 Tower B. 1, Jalan Kemajuan, Seksyen 13, 46100 Petaling Jaya, Selangor Darul Ehsan, Malaysia	AGB Nielsen Media Research B.V.	Marketing Research	100
The Nielsen Company (Malaysia) Sdn. Bhd.	Malaysia	Level 16, Plaza 33 Tower B. 1, Jalan Kemajuan, Seksyen 13, 46100 Petaling Jaya, Selangor Darul Ehsan, Malaysia	The Nielsen Company (Singapore) Holdings Pte. Ltd.	Marketing Research	100
The Nielsen Company (Mauritius) Limited	Mauritius	3rd floor Standard Chartered Tower, 19 Cybercity, Ebene	VNU International B.V.	Marketing Research	100
A.C. Nielsen, S de RL de C.V.	Mexico	Blvd Manuel Avila Camacho 191, Piso 7, Ciudad de Mexico, Distrito Federal 115270, Mexico	Panel International SA LLC Nielsen Sub Holdings I B.V.	Marketing Research	99.99999095 0.00000905
Nielsen Ibope Mexico, S.A. de C.V.	Mexico	Blvd. Manuel Avila Camacho 191, Piso 5, Col. Polanco I Sección, Delegación Miguel Hidalgo, Código Postal 11510, México Distrito Federal,	AGB Netherlands C.V. AGB Nielsen Media Research B.V. IBOPE Latinoamericana S.A. (third party)	Marketing Research	26.7 26.7 46.6
Nielsen Media Mexico, S. de R.L. de C.V.	Mexico	Blvd. Manuel Avila Camacho 191, Polanco, Polanco I Secc, Miguel Hidalgo, 11550 Ciudad de México, CDMX, Mexico	Nielsen Media Research B.V. Infostrada Statistics B.V.	Marketing Research	99 1
Nielsen Mexico Services, S de RL de CV	Mexico	Blvd. Manuel Avila Camacho 191, Piso 8, Col. Polanco I Sección, , Delegación Miguel Hidalgo, Código Postal 11510, México Distrito Federal,	AC Nielsen Mexico LLC ACNielsen Company of Canada	Marketing Research	22.18 77.82
ACNielsen SARL	Morocco	179, Rue Omar Riffi, Imm. Al Wahda, 2ieme etage, apt B6, Casablanca, Marocco	AMER Research Limited	Marketing Research	100
Nielsen Media Myanmar Ltd.	Myanmar	MICT Park, 3rd Floor, Building 18, Hlaing Township Yangon, Myanmar 11051	AGB Nielsen Media Research B.V.	Marketing Research	100
Nielsen MMRD (Myanmar) Co., Ltd.	Myanmar	3rd Fl, Building 18, MICT Park, Hlaing, Yangon, Myanmar (Burma)	Nielsen MMRD Holdings Pte. Ltd. ACNielsen (Singapore) Pte. Ltd.	Marketing Research	99.9999 0.0001
The Nielsen Company Nepal Pvt Ltd.	Nepal	House no. 1101/50 Ganeshman Singh Path Ravi bhawan, Kathmandu, Nepal Post Box: 1784	Nielsen (India) Private Limited	Marketing Research	100

Company	Country of Registered Office	Registered Address	Shareholder	Purpose	%
ACNielsen (Nederland) B.V.	Netherlands	Diemerhof 2, 1112 XL Diemen	Nielsen Sub Holdings I B.V.	Marketing Research	100
AGB Netherlands C.V.	Netherlands	Diemerhof 2, 1112 XL Diemen	AGB Panamericana, S.A. AGB America S.A.	Marketing Research	99 1
AGB Nielsen Media Research B.V.	Netherlands	Diemerhof 2, 1112 XL Diemen	Nielsen Sub Holdings I B.V.	Marketing Research	100
AGB Nielsen Media Research TAM Holding B.V.	Netherlands	Diemerhof 2, 1112 XL Diemen	AGB Nielsen Media Research Holding S.p.A.	Marketing Research	100
Art Holding (Brazil) C.V.	Netherlands	Diemerhof 2, 1112 XL Diemen	Nielsen Sub Holding Company Nielsen Holdings, L.L.C.	Marketing Research	99 1
Gracenote Netherlands B.V.	Netherlands	Radarweg 29, Millennium Towers 13th Floor, 1043 NX Amsterdam	Gracenote Media Services, LLC	Marketing Research	100
Gracenote Netherlands Holdings B.V.	Netherlands	Radarweg 29, Millennium Towers 13th Floor, 1043 NX Amsterdam	Nielsen Holding and Finance B.V.	Marketing Research	100
Infostrada Concepts B.V.	Netherlands	Binnenwal 2 3432 GH Nieuwegein The Netherlands	Infostrada Statistics B.V.	Marketing Research	100
Infostrada Statistics B.V.	Netherlands	Binnenwal 2 3432 GH Nieuwegein The Netherlands	Gracenote Netherlands Holdings B.V.	Marketing Research	100
Nielsen B.V.	Netherlands	Diemerhof 2, 1112 XL Diemen	Nielsen Holding and Finance B.V.	Marketing Research	100
Nielsen Finco B.V.	Netherlands	Vaci u. 81, 1056 Budapest, Hungary	Nielsen Luxembourg S.a.r.l.	Marketing Research	100
Nielsen Holding and Finance B.V.	Netherlands	Diemerhof 2, 1112 XL Diemen	The Nielsen Company B.V.	Marketing Research	100
Nielsen Innovate B.V.	Netherlands	Diemerhof 2, 1112 XL Diemen	Nielsen Sub Holdings I B.V.	Marketing Research	100
Nielsen Media Research B.V.	Netherlands	Diemerhof 2, 1112 XL Diemen	Nielsen B.V.	Marketing Research	100
Nielsen Precima B.V.	Netherlands	Regus Den Bosch Bastion, Willemsplein 2, 5211 AK 's-Hertogenbosch, the Netherlands	Acnielsen (Nederland) B.V.	Marketing Research	100
Nielsen SpinCo B.V.	Netherlands	Diemerhof 2, 1112 XL Diemen	The Nielsen Company B.V.	Marketing Research	100
Nielsen Sports Nederland B.V.	Netherlands	Diemerhof 2, 1112XL Diemen	RSMG Insights Coöperatief U.A.	Marketing Research	100
Nielsen Sub Holdings I B.V.	Netherlands	Diemerhof 2, 1112 XL Diemen	TNC Europe B.V.	Holding Company	100
Nielsen Sub Holdings II B.V.	Netherlands	Diemerhof 2, 1112 XL Diemen	Nielsen Sub Holdings I B.V.	Holding Company	100
RSMG Insights Coöperatief U.A.	Netherlands	Diemerhof 2, 1112 XL Diemen	Nielsen Holding and Finance B.V.	Marketing Research	100
The Nielsen Company B.V.	Netherlands	Diemerhof 2, 1112 XL Diemen	Valcon Acquisition B.V.	Marketing Research	100
TNC Europe B.V.	Netherlands	Diemerhof 2, 1112 XL Diemen	VNU International B.V.	Marketing Research	100
Valcon Acquisition B.V.	Netherlands	Diemerhof 2, 1112 XL Diemen	Nielsen Holdings Plc	Marketing Research	100
VNU International B.V.	Netherlands	Diemerhof 2, 1112 XL Diemen	Nielsen Holdings Luxembourg S.a.r.l.	Marketing Research	100
A.C. Nielsen (N.Z.) ULC	New Zealand	Level 2, ACNielsen Centre, 129 Hurstmere Road, Takapuna, Auckland, 0622	Nielsen Sub Holdings II B.V.	Marketing Research	100
AGB Nielsen Media Research (New Zealand) Ltd.	New Zealand	Level 2, ACNielsen Centre, 129 Hurstmere Road, Takapuna, Auckland, 0622	AGB Nielsen Media Research B.V.	Marketing Research	100
ACNielsen Nicaragua, S.A.	Nicaragua	Residencial Bolonia entrada principal del Hospital Militar 1 cuadra al norte, 110 varas al oeste casa No.301, Managua	ACNielsen Centroamerica, S.A. Nielsen Sub Holdings I B.V.	Marketing Research	98 2
ACNielsen Nigeria Limited	Nigeria	52/54 Isaac John Stree GRA, Ikeja LAGOS	ACNielsen Cyprus Limited ACNielsen Company of Canada	Marketing Research	80 20
ACNielsen Norge AS	Norway	Verkstedveien 3, 0277 Oslo, Norway	Nielsen Sub Holdings II B.V.	Marketing Research	100
Nielsen Media Research AS	Norway	Verkstedveien 3, 0277 Oslo, Norway	AGB Nielsen Media Research B.V.	Marketing Research	100
Nielsen for Market	Oman	Bldg. No. 207, Flat No. 68 - 6th flour,	Nielsen Sub Holdings I	Marketing	99

Company	Country of Registered Office	Registered Address	Shareholder	Purpose	%
Research LLC		Street No.61, Block No. 250 Ghala, Bausher, Muscat P.O.Box 436 C P . 118	B.V. ACNielsen (Nederland) B.V.	Research	1
ACNielsen Pakistan (Private) Limited	Pakistan	Plot 5-CL-10,Civil Lines Quarters, 716 Progressive Plaza, Beaumont Road, 75530, Karachi	ACNielsen Cyprus Limited A. C. Nielsen Company, LLC	Marketing Research	0.999999655 0.000000345
ACNielsen Panama, S.A.	Panama	Calle Aquilino de la Guardia y Avenida Balboa, Centro Comercial Galerias Balboa, Frente a la Torre BICSA, 2do Piso, Local 31-34,	ACNielsen Centroamerica, S.A.	Marketing Research	100
AGB Panamericana, S.A.	Panama	Calle 50 Edificio Banco Commerical, Piso 20, La ciudad de Panama	AGB Nielsen Media Research Holding S.p.A. AGB Nielsen Media Research B.V.	Marketing Research	60 40
The Nielsen Company Paraguay S.R.L.	Paraguay	15 de Agosto 821, Casi Humaita, Asuncion, Paraguay.	Nielsen Sub Holdings I B.V. ACNielsen (Nederland) B.V.	Marketing Research	96.15 3.85
Nielsen S.R.L.	Peru	Avenida de la Floresta no. 497, Piso 5, San Borja, Lima, Peru	Nielsen Sub Holdings I B.V. Rolando Oman Ramirez-Gaston Horny (third party)	Marketing Research	99.999995 0.00000488
AGB Nielsen Media Research (Philippines) Inc.	Philippines	29/F Wynsum Corporate Plaza 22 F. Ortigas Jr. Road, Ortigas Center, Pasig City 1600	AGB Nielsen Media Research TAM Holding B.V. (AGB NMR TAM Holding B.V. holds 8,159,851 shares of which 10 are held in trust by 6 different employees of AGB Nielsen Media Research (Philippines) Inc.) R. Esteban (third party)	Marketing Research	99.99 0.000001225
The Nielsen Company (Philippines), Inc.	Philippines	25/F Wynsum Corporate Plaza 22 F. Ortigas Jr. Road, Ortigas Center, Pasig City 1600	The Nielsen Company (Belgium) SPRL Minority shareholders (five Nielsen employees: Samipendra Chaudhury, John Patrick Sy Cua, Stuart Jamieson, Maria Rhona Balaoro, Louise Andrea Navalta, Fulvio Dawilan (not Nielsen employee)	Marketing Research	99.99947 0.00053
ACNielsen Polska Sp. z o.o.	Poland	ul. Postepu 15B Street, 02-676 Warsaw, Poland	Nielsen Sub Holdings I B.V.	Marketing Research	100
AGB Nielsen Media Research Sp. z o.o.	Poland	ul. Przybyszewskigo 47, 01-849 Warszawa, Poland	AGB Nielsen Media Research TAM Holding B.V.	Marketing Research	100
Nielsen Media Services Poland Sp.z o.o.	Poland	ul. Przybyszewskigo 47, 01-849 Warszawa, Poland	AGB Nielsen Media Research B.V.	Marketing Research	100
Nielsen Services Poland Sp. z o.o.	Poland	ul. Postepu 15B Street, 02-676 Warsaw, Poland	ACNielsen Polska Sp. z o.o. Nielsen Sub Holdings I B.V.	Marketing Research	76.589595 23.410405
A.C. Nielsen Portugal-Estudos de Mercado-Unipessoal, Lda.	Portugal	Rua Dona Filipa de Vilhena 38, 1049-004 Lisboa	Nielsen Sub Holdings I B.V.	Marketing Research	100
A.C. Nielsen P.R. LLC	Puerto Rico	117 Av. Eleanor Roosevelt, San Juan, 00918, Puerto Rico	Nielsen Sub Holdings II B.V.	Marketing Research	100
Nielsen IBOPE Puerto Rico Inc.	Puerto Rico	117 Av. Eleanor Roosevelt, San Juan, 00918, Puerto Rico	AGB Nielsen Media Research B.V. 1189 IBOPE Latinoamericana, SA (Uruguay) (Third party)	Marketing Research	53.4 46.6
Nielsen Consultancy LLC	Qatar	5th Floor Al Reem Tower, West-Bay, Doha, Qatar	ACNielsen Cyprus Limited	Marketing Research	100
Nielsen Media QFC LLC	Qatar	Level 21, Burj Doha, West Bay, Doha, Qatar	AGB Nielsen Media Research B.V.	Marketing Research	100
ACNielsen Romania srl	Romania	42 Soseaua Pipera, 5th floor, District 2, 020309, Bucharest, Romania	ACNielsen Cyprus Limited	Marketing Research	100
ACNIELSEN Limited Liability Company	Russia	Korpus 2, 67, Kutuzovsky Prospekt, Moscow 121357, Russia	ACNielsen Cyprus Limited ACNielsen (Nederland) B.V.	Marketing Research	99.9 0.1

Company	Country of Registered Office	Registered Address	Shareholder	Purpose	%
Nielsen Data Factory LLC	Russia	17 Tushinskaya, 6 floor, office 1, Moscow, 125362, Russia	ACNIELSEN Limited Liability Company	Marketing Research	100
Nielsen Media Russia LLC	Russia	17 Tushinskaya Street, Floor 9, premises No. 1, rooms 25, 27-30, Moscow 125362, Russia	AGB Nielsen Media Research B.V. Nielsen Media Research B.V.	Marketing Research	99 1
Nielsen Media Saudi Limited	Saudi Arabia		AGB Nielsen Media Research B.V.	Marketing Research	100
VNU Market Research Services Company Limited	Saudi Arabia	King Fahad Street, branch road, Olaya District , Legend Tower, Next to STC outlet building, 1st floor offices # 109 & 110, Saudi Arabia	Nielsen Sub Holdings I B.V. Bass International Investment Co. Ltd	Marketing Research	95 5
ACNielsen d.o.o.	Serbia	Milutina Milankovića 1ž 11070 Belgrade Serbia	ACNielsen Cyprus Limited	Marketing Research	100
Nielsen Audience Measurement DOO Beograd	Serbia	Milutina Milankovica Street no 1Z, 11070 Belgrade, Serbia	AGB Nielsen Media Research TAM Holding B.V.	Marketing Research	100
ACNielsen (Singapore) Pte. Ltd.	Singapore	47 Scotts Road #13-00, Goldbell Towers, 228233 Singapore	Nielsen Sub Holdings II B.V.	Marketing Research	100
Tribune Digital Ventures Singapore Pte Ltd	Singapore	333 North Bridge Road KH Kea Building #08-00 Singapore 188721	Gracenote Digital Ventures, LLC	Marketing Research	100
Nielsen Innovate Singapore Pte. Ltd	Singapore	47 Scotts Road #13-00, Goldbell Tower, Singapore 228233	Nielsen Sub Holdings I B.V.	Marketing Research	100
Nielsen MMRD Holdings Pte. Ltd.	Singapore	50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623	ACNielsen (Singapore) Pte. Ltd. Myanmar Marketing Research Pte. Ltd . (third party)	Marketing Research	80 20
Nielsen Sports Singapore Pte Ltd	Singapore	47 Scotts Road #13-00, Goldbell Towers, 228233 Singapore	Repucom International Pty Ltd	Marketing Research	100
The Nielsen Company (Singapore) Pte. Ltd.	Singapore	47 Scotts Road #13-00, Goldbell Towers, 228233 Singapore	The Nielsen Company (Singapore) Holdings Pte. Ltd.	Marketing Research	100
The Nielsen Company (Singapore) Holdings Pte. Ltd.	Singapore	47 Scotts Road #13-00, Goldbell Towers, 228233 Singapore	The Nielsen Company (Belgium) SPRL	Marketing Research	100
The Nielsen Company (Singapore) Principal Pte. Ltd.	Singapore	47 Scotts Road #13-00, Goldbell Towers, 228233 Singapore	VNU International B.V.	Marketing Research	100
ACNielsen Slovakia s.r.o.	Slovakia	Plynárenská 1, 821 09 Bratislava, Slovak Republic	ACNielsen Cyprus Limited	Marketing Research	100
Nielsen Admosphere Slovakia, s.r.o.	Slovakia	Lazaretská 23 , Bratislava 811 09, Slovak Republic	Nielsen Admosphere, a.s.	Marketing Research	100
ACNielsen raziskovalna druzba, d.o.o.	Slovenia	Litijska Cesta 259, 1261 Ljubljana - Dobrunje, Slovenia	ACNielsen Cyprus Limited	Marketing Research	100
AGB Nielsen, medijske raziskave, d.o.o	Slovenia	Litijska Cesta 259, 1261 Ljubljana - Dobrunje, Slovenia	AGB Nielsen Media Research TAM Holding B.V. GfK, d.o.o. (third party) Ms. Janja Božič Marolt (third party)	Marketing Research	58 21 21
NIELSEN LAB, razvoj tehnologij za raziskavo medijev, d.o.o.	Slovenia	Obrtniška 15, 6000 Koper, Slovenia	Nielsen TV Audience Measurement S.A. AGB Nielsen Media Research B.V.	Marketing Research	50 50
ACNielsen Marketing and Media (Pty) Limited	South Africa	AC Nielsen Office, 7 Handel, 2091 Johannesburg (Ormonde), South Africa	ACNielsen (Nederland) B.V. AC Nielsen Empowerment Trust	Marketing Research	80 20
AGB Nielsen Media Research (South Africa) (Pty) Limited	South Africa	AC Nielsen Office, 7 Handel, 2091 Johannesburg (Ormonde), South Africa	AGB Nielsen Media Research B.V. The AGB Nielsen Empowerment Trust	Marketing Research	80 20
A.C. Nielsen Company, S.L.	Spain	C/ Salvador de Madariaga, 1, 28027 Madrid	ASEE Nielsen Holding (Spain) S.r.l.	Marketing Research	100
ASEE Nielsen Holding (Spain) S.r.l.	Spain	C/ Salvador de Madariaga, 1, 28027 Madrid	Nielsen Sub Holdings I B.V.	Holding Company	100
Nielsen Media Services Spain, S.L.	Spain	Calle Salvador de Madariaga 1, Planta 8, 28027 Madrid, España	AGB Nielsen Media Research B.V.	Marketing Research	100

Company	Country of Registered Office	Registered Address	Shareholder	Purpose	%
Nielsen Services Spain, S.L.	Spain	C/ Salvador de Madariaga, 1, 28027 Madrid	ASEE Nielsen Holding (Spain) S.r.l.	Marketing Research	100
Nielsen Sports España S.L.U.	Spain	Pl. Francesc Macià 7 Planta 16 08029 Barcelona Spain	Nielsen Media Germany GmbH	Marketing Research	100
The Nielsen Company Lanka (Private) Limited	Sri Lanka	Sentra Super City Building, 6th Floor, No.475, Sri Jayawardanepura Mawatha. Rajagiriya.	Nielsen (India) Private Limited	Marketing Research	100
ACNielsen AB	Sweden	83 Maria Skolgata, 11891 Stockholm, Sweden	ACNielsen Norge AS	Marketing Research	100
Nielsen Media Services Sweden AB	Sweden	83 Maria Skolgata, 118 91 Stockholm, Sweden	AGB Nielsen Media Research B.V.	Marketing Research	100
Nielsen Media Sweden AB	Sweden	83 Maria Skolgata, 118 91 Stockholm, Sweden	AGB Nielsen Media Research B.V.	Marketing Research	100
Nielsen Services Sweden AB	Sweden	83 Maria Skolgata, 11891 Stockholm, Sweden	ACNielsen AB	Marketing Research	100
Media Focus Schweiz Gmbh	Switzerland	Stauffacher-Strasse 28, CH-8004 Zurich	AGB Nielsen Media Research B.V. GfK Switzerland AG (third party)	Marketing Research	51 49
NetRatings Switzerland GmbH	Switzerland	Seefeldstrasse 69, CH - 8008, Zurich	Nielsen Sub Holdings II B.V.	Marketing Research	100
Nielsen TV Audience Measurement S.A.	Switzerland	Via Calloni 1, CH 6900 Lugano, Switzerland	AGB Nielsen Media Research B.V.	Marketing Research	100
The Nielsen Company (Europe) Sàrl	Switzerland	Avenue des Morgines 12, 1213 Petit-Lancy, Switzerland	VNU International B.V.	Marketing Research	100
The Nielsen Company (Switzerland) GmbH	Switzerland	Hauptsitz D4 Park 6, Root Langenbold CH-6039	Nielsen Sub Holdings II B.V.	Marketing Research	100
Syria Retail Tracking LLC - inactive	Syria	Arnous Square, Pakistan Street, Building 3, office 6, Damascus (The company's registered address is that of the office which has been abandoned)	MEMRB Retail Tracking Services Limited Ayman Ammar (individual)	Marketing Research	75 25
AGB Nielsen Media Research (Taiwan) Ltd.	Taiwan	12 F 188 Nanking E. Road, Section 5, 10571 Taipei, Taiwan	AGB Nielsen Media Research B.V.	Marketing Research	100
The Nielsen Company Taiwan Ltd.	Taiwan	12 F 188 Nanking E. Road, Section 5, 10571 Taipei, Taiwan	The Nielsen Company (Belgium) SPRL	Marketing Research	100
ACNielsen (Tanzania) Ltd.	Tanzania	Staywell Tower, 1st Floor, Haile Selasie Road, Msasani Peninsula, Dar es Salaam, Tanzania	ACNielsen Cyprus Limited Nielsen Sub Holdings I B.V.	Marketing Research	99 1
AGB Nielsen Media Research (Thailand) Ltd.	Thailand	26/f United Center, 323 Silom Rd, Silom, Bangrak, 10500 Bangkok, Thailand	AGB Nielsen Media Research B.V. Minority shareholders (seven individuals who each hold 1 share)	Marketing Research	99.9993 0.0007
The Nielsen Company (Thailand) Limited	Thailand	26/f United Center Building, 323 Silom Rd, Silom, Bangrak, 10500 Bangkok, Thailand	The Nielsen Company (Singapore) Holdings Pte. Ltd. Several Nielsen employees hold shares in this company	Marketing Research	99.997 0.003
AGB-CDI Trinidad and Tobago Limited	Trinidad and Tobago	Avenue John F. Kennedy #24, 4th Floor, Santo Domingo, Distrito Nacional, Republica Dominicana	Nielsen IBOPE Dominicana, S.R.L.	Marketing Research	100
Nielsen Tunisie SARL (in liquidation- completion by end of March 2021)	Tunisia	12, Rue Echabbia - 4th floor 1073 Montplaisir, Tunis Tunisia	AMER Research Limited ACNielsen Cyprus Limited	Marketing Research	99.02 0.98
Nielsen Arastirma Hizmetleri Limited Sirket	Turkey	İçerenköy Mah. Umut Sok. AND Plaza No:10-12 34752 Ataşehir / İstanbul Turkey	ACNielsen (Nederland) B.V.	Marketing Research	100
Nielsen Audience Measurement Piyasa Arastirma Hizmetleri A.S.	Turkey	İçerenköy Mah. Umut Sok. AND Plaza No:10-12 34752 Ataşehir / İstanbul Turkey	AGB Nielsen Media Research TAM Holding B.V.	Marketing Research	100
Retail Plus Teknoloji ve Arastirma Hizmetleri Ltd	Turkey	Esentepe Mah. Emekli Subay Evleri 45. Blok. Daire. 9 Şişli	Nielsen Sub Holdings I B.V. Egemen Oztop (third party)	Marketing Research	50 50
The Nielsen Company Medya Yayıncılık ve Tanıtım Hizmetleri Anonim Şirketii	Turkey	İçerenköy Mah. Umut Sok. AND Plaza No:10-12 34752 Ataşehir / İstanbul Turkey	VNU International B.V.	Marketing Research	100
ACNielsen Uganda	Uganda	Plot 1 Colville Strt. Plot 5, Portal	ACNielsen Cyprus Limited	Marketing	99

Company	Country of Registered Office	Registered Address	Shareholder	Purpose	%
Limited		Avenue, Kampala	ACNielsen Company of Canada	Research	1
ACNielsen Ukraine Limited Liability Company	Ukraine	4th floor Kinetic Business Center, 12A Kurenivsky alley, 04073 Kyiv, Ukraine	ACNielsen Cyprus Limited ACNielsen Company of Canada	Marketing Research	99.99 0.01
Nielsen Media Ukraine LLC	Ukraine	12 Kurenivskyi Lane, Building "A" Offices A-401, A501, A503, A602 Kyiv, Ukraine	AGB Nielsen Media Research B.V.	Marketing Research	100
Nielsen Market Research Services FZ-LLC	United Arab Emirates	Aurora Tower, 24th Floor, Dubai Media City, Dubai, UAE PO Box 118892	Nielsen Sub Holdings I B.V.	Marketing Research	100
Nielsen Media Middle East FZ-LLC	United Arab Emirates	Aurora Tower, No. 1302, floor 13, Dubai, United Arab Emirates	AGB Nielsen Media Research B.V.	Marketing Research	100
A.C. Nielsen Company Limited	United Kingdom	Nielsen House, John Smith Drive, Oxford, Oxfordshire OX4 2WB, United Kingdom	ACNielsen Holdings UK Limited	Marketing Research	100
AC Nielsen Holdings UK Limited	United Kingdom	Nielsen House, John Smith Drive, Oxford, Oxfordshire OX4 2WB, United Kingdom	Nielsen Holding France SAS	Holding Company	100
Advertising Intelligence Limited	United Kingdom	5th Floor Endeavour House, 189 Shaftesbury Avenue, London WC2H 8JR, United Kingdom	Nielsen Media Research Limited	Marketing Research	100
Brandbank Limited	United Kingdom	35B Barnard Road, Norwich, Norfolk NR5 9JB, United Kingdom	A.C. Nielsen Company Limited	Marketing Research	100
NetRatings UK Limited	United Kingdom	Nielsen House, John Smith Drive, Oxford, Oxfordshire OX4 2WB, United Kingdom	AGB Nielsen Media Research B.V.	Marketing Research	100
Nielsen Book Services Limited	United Kingdom	3rd Floor, Midas House, 62 Goldsworth Road, Woking, Surrey GU21 6LQ, United Kingdom	Nielsen Sub Holdings I B.V.	Marketing Research	100
Nielsen Holdings Plc	United Kingdom	Nielsen House, John Smith Drive, Oxford, Oxfordshire OX4 2WB, United Kingdom		Holding Company	
Nielsen Media Research Limited	United Kingdom	Nielsen House, John Smith Drive, Oxford, Oxfordshire OX4 2WB, United Kingdom	AGB Nielsen Media Research B.V.	Marketing Research	100
Nielsen Sports UK and Ireland Limited	United Kingdom	66 Porchester Road, London, W2 6ET	Nielsen Media Germany GmbH	Marketing Research	100
Sorenson Media Limited	United Kingdom	Carlyle House, 5-7 Cathedral Road, Cardiff, United Kingdom, CF11 9HA	The Nielsen Company (US) LLC	Marketing Research	100
Visual IQ (UK) Limited	United Kingdom	Nielsen House John Smith Drive, Oxford Business Park South, Oxford, Oxfordshire, England, OX4 2WB	The Nielsen Company (US) LLC	Marketing Research	100
VNU Holdco (UK) Limited	United Kingdom	5 Stratford Place, London, W1C1AX, United Kingdom	VNU International B.V.	Holding Company	100
A.C. Nielsen (Argentina) S.A.	United States/DE	85 Broad Street, New York, NY 10004	A. C. Nielsen Company, LLC	Marketing Research	100
A. C. Nielsen Company, LLC	United States/DE	85 Broad Street, New York, NY 10004	Nielsen International Holdings, Inc.	Marketing Research	100
AC Nielsen Mexico LLC	United States/DE	85 Broad Street, New York, NY 10004	ACNielsen Company of Canada	Marketing Research	100
ACN Holdings Inc.	United States/DE	85 Broad Street, New York, NY 10004	VNU Marketing Information, Inc.	Holding Company	100
ACNielsen Corporation	United States/DE	85 Broad Street, New York, NY 10004	ACN Holdings Inc.	Marketing Research	100
ACNielsen eRatings.com	United States/DE	85 Broad Street, New York, NY 10004	A. C. Nielsen Company, LLC	Marketing Research	100
Affinnova, Inc.	United States/DE	265 Winter Street, Waltham, MA 02451, US (global Affinnova HQ)	The Nielsen Company (US), LLC	Marketing Research	100
Arbitron Holdings Inc.	United States/DE	85 Broad Street, New York, NY 10004	Nielsen Audio, Inc.	Marketing Research	100
ART Holding, L.L.C.	United States/DE	85 Broad Street, New York, NY 10004	A. C. Nielsen Company, LLC	Holding Company	100
Athenian Leasing Corporation	United States/DE	85 Broad Street, New York, NY 10004	The Nielsen Company (US), LLC	Marketing Research	100
Baseline Acquisitions LLC	United States/DE	3415 S Sepulveda Blvd #200, Los Angeles, CA 90034	Gracenote Media Services, LLC	Marketing Research	100
Baseline, LLC	United States/DE	3415 S Sepulveda Blvd #200, Los Angeles, CA 90034	Baseline Acquisitions LLC	Marketing Research	100
Byzzer, Inc.	United States/DE	85 Broad Street, New York, NY	TNC (US) Holdings, Inc.	Marketing	100

Company	Country of Registered Office	Registered Address	Shareholder	Purpose	%
		10004		Research	
CZT/ACN Trademarks, L.L.C.	United States/DE	85 Broad Street, New York, NY 10004	ACNielsen Corporation The Nielsen Company (US), LLC	Marketing Research	50 50
eXelate, Inc.	United States/DE	7 West 22nd Street, 9th Floor New York, NY 10010	Nielsen International Holdings, Inc.	Marketing Research	100
Gracenote Inc	United States/DE	2000 Powell Street, Suite 1500, Emeryville, CA 94608	The Nielsen Company (US) LLC	Marketing Research	100
Gracenote Digital Ventures, LLC	United States/DE	435 N. Michigan Avenue, Chicago, IL 60611	The Nielsen Company (US), LLC	Marketing Research	100
Gracenote International Holdco, LLC	United States/DE	435 N. Michigan Avenue, Chicago, IL 60611	The Nielsen Company (US) LLC	Holding Company	100
Gracenote Media Services, LLC	Unites States/DE	435 N. Michigan Avenue, Chicago, IL 60611	Gracenote Digital Ventures, LLC	Marketing Research	100
Gracenote South America Holdco, LLC	United States/DE	435 N. Michigan, Chicago, IL 60611	Gracenote Media Services, LLC	Marketing Research	100
Harris Interactive International, Inc.	United States/DE	85 Broad Street, New York, NY 10004	Nielsen Consumer Insights, Inc.	Marketing Research	100
IFM North America LLC	United States/MO	14500 Sheldon Road, Suite 100, Plymouth, MI 48170	Nielsen Sports Deutschland GmbH Jeffrey J. Stern Living Trust (third party)	Marketing Research	50 50
National Consumer Panel, LLC	United States/DE	6800 Jericho Turnpike, 11791-4401 Syosset	Nielsen Consumer LLC Information Resources Inc. (third Party)	Marketing Research	50 50
NC Ventures, LLC	United States/DE	940 Nw Cary Parkway 101, 27513-2792, Cary NC	The Nielsen Company (US), LLC Catalina Marketing Corporation (third Party)	Marketing Research	63.5 36.5
NetRatings, LLC	United States/DE	85 Broad St., New York, NY 10004.	The Nielsen Company (US), LLC	Marketing Research	100
Nielsen Audio, Inc.	United States/DE	85 Broad Street, New York, NY 10004	The Nielsen Company (Luxembourg) S.a.r.l. Nielsen International Holdings, Inc. - Only holds preferred stock in Nielsen Audio, Inc. and has no voting rights.	Marketing Research	100% of the common stock preferred stock
Nielsen Consumer, Inc.	United States/DE	85 Broad Street, New York, NY 10004	ACN Holdings Inc.	Marketing Research	100
Nielsen Consumer Insights, Inc.	United States/DE	85 Broad Street, New York, NY 10004	The Nielsen Company (US), LLC	Marketing Research	100
Nielsen Consumer LLC	United States/DE	200 W. Jackson Blvd. Chicago, IL 60606	The Nielsen Company (US) LLC	Marketing Research	100
Nielsen Consumer Neuroscience, Inc	United States/CA	85 Broad Street, New York, NY 10004	TNC (US) Holdings, Inc.	Marketing Research	100
Nielsen Finance Co.	United States/DE	85 Broad Street, New York, NY 10004	Nielsen Finance LLC	Marketing Research	100
Nielsen Finance LLC	United States/DE	85 Broad Street, New York, NY 10004	ACN Holdings Inc.	Marketing Research	100
Nielsen Holdings, L.L.C.	United States/DE	85 Broad Street, New York, NY 10004	Nielsen Sub Holdings I B.V.	Holding Company	100
Nielsen Innovate NYC, LLC	United States/DE	85 Broad Street, New York, NY 10004	TNC (US) Holdings, Inc.	Marketing Research	100
Nielsen International Holdings, Inc.	United States/DE	85 Broad Street, New York, NY 10004	ACNielsen Corporation	Holding Company	100
Nielsen Mobile, LLC	United States/DE	85 Broad Street, New York, NY 10004	The Nielsen Company (US), LLC	Marketing Research	100
Nielsen Precima, Inc.	United States/DE	3075 Loyalty Circle Columbus, OH 43219 United States	The Nielsen Company (US), LLC	Marketing Research	100
Nielsen Real Estate Management, Inc.	United States/NY	85 Broad Street, New York, NY 10004	TNC (US) Holdings, Inc.	Marketing Research	100
Nielsen UK Finance I, LLC	United States/DE	AC Nielsen House London Road, Headington Oxford, OX3 9RX, United Kingdom (Managed in the UK) Managers are: Luigi Sacchetti, Frank Wanschers, Paul Mcentegart	TNC (US) Holdings, Inc.	Marketing Research	100
Nielsen Uruguay (US), LLC	United States/DE	85 Broad Street, New York, NY 10004	Nielsen Sub Holdings II B.V.	Marketing Research	100

Company	Country of Registered Office	Registered Address	Shareholder	Purpose	%
NMR Investing I, Inc.	United States/DE	85 Broad Street, New York, NY 10004	The Nielsen Company (US), LLC	Marketing Research	100
NMR Licensing Associates LP	United States/DE	85 Broad Street, New York, NY 10004	The Nielsen Company (US), LLC NMR Investing I, Inc.	Marketing Research	98.311 1.689
Panel International SA LLC	United States/DE	85 Broad Street, New York, NY 10004	ACNielsen Company of Canada	Marketing Research	100
Qterics, Inc.	United States/DE	3140 Harbor Lane, Suite 240 Plymouth, MN 55447	The Nielsen Company (US), LLC	Marketing Research	100
Nielsen Sports America, LLC	United States/DE	1010 Washington Boulevard, Stamford, CT 06901	Nielsen Sports Pty Ltd.	Marketing Research	100
Research by SuperData LLC	United States/NY	85 Broad Street, New York, NY 10004	SuperData Research Holdings, Inc.	Marketing Research	100
Rhiza Labs, LLC	United States/PA	85 Broad Street, New York, NY 10004	The Nielsen Company (US), LLC	Marketing Research	100
SuperData Research Holdings, Inc.	United States/NY	85 Broad Street, New York, NY 10004	The Nielsen Company (US), LLC	Holding Company	100
TCG Divestiture Inc.	United States/IL	85 Broad Street, New York, NY 10004	The Nielsen Company (US), LLC	Marketing Research	100
The Nielsen Company (US), LLC	United States/DE	85 Broad Street, New York, NY 10004	ACNielsen Corporation	Marketing Research	100
TNC (US) Holdings, Inc.	United States/NY	85 Broad St., New York, NY 10004.	VNU International B.V.	Holding Company	100
TVaura Mobile LLC	United States/DE	111 Eighth Avenue, New York, NY 10011	The Nielsen Company (US), LLC Digimarc Corporation (third party)	Marketing Research	51 49
Vizu Corporation	United States/DE	85 Broad Street, New York, NY 10004	The Nielsen Company (US), LLC	Marketing Research	100
VNU Marketing Information, Inc.	United States/DE	85 Broad Street, New York, NY 10004	TNC (US) Holdings, Inc. The Nielsen Company (US), LLC	Marketing Research	95.05 4.95
AC Nielsen de Venezuela S.A.	Venezuela	Av. José María Vargas, Torre del Colegio, Piso 10, Urbanización Santa Fe Norte., Caracas, 1080	Nielsen Sub Holdings II B.V.	Marketing Research	100
AGB Panamericana de Venezuela Medicion	Venezuela	Ave San Francisco cruce con Ave. Rio de Janeiro, Torre La California, Piso 6 ofc. 6-g, Macaracuay, Caracas, 1070	AGB Netherlands C.V. Ibope Latinoamericana S.A. - Montevideo - Uruguay (third party)	Marketing Research	53.4 46.6
The Nielsen Company (Vietnam), Ltd.	Vietnam	Level 4, CentrePoint Building, 106 Nguyen Van Troi Street, Phu Nhuan District, Ho Chi Minh City, Vietnam	The Nielsen Company (Singapore) Holdings Pte. Ltd.	Marketing Research	100

THE NIELSEN COMPANY INVESTMENTS

Company	Country of Registered Office	Registered Address	Shareholder	Purpose	%
IBOPE Repucom Pesquisas Esportivas Ltda.	Brazil	Rua Diana, 592 - Perdizes, São Paulo - SP, 05019-000, Brazil	Repucom Brazil Participações Ltda IBOPE Pesquisa de Midia E Participações Ltda	Marketing Research	45 55
Kantar Midia Participacoes S.A. *This entity holds 100% in IGM S.A., which has multiple (in)direct subsidiaries and investments worldwide, but mostly in LATAM, not included in this overview.	Brazil	Avenida Ataufo de Paiva, n. 1.079, suite 803, Leblon, Rio de Janeiro, Brazil	AGB Nielsen Media Research B.V. Kantar Paulista Participacoes Ltda	Marketing Research	1 99
European National Panels s.r.o.	Czech Republic	Chlumcanskeho 597/5, 180 00 Prague 8, Czech Republic	Nielsen Admosphere, a.s. STEM/MARK, a.s. (third party) NMS Market Research s.r.o. (third party)	Marketing Research	25.925 37.037 37.037
MediaMetrie Netratings SAS	France	70 Rue Rivay, Levalloi Perret 92532, France	ACNielsen eRatings.com (45.420 shares) Mediametrie, S.A. (third party) (84.350 shares)	Marketing Research	35 65
Media Services S.A.	Greece		The Nielsen Company (Greece) Single Member S.A. Golden Symbol Investments Limited (third party) Kyriakos Andreou (third party) Konstantinos Xouris (third party) Stavroula Papaioannou & Theoodoros Liakos, beneficiary of Marinos Liakos (third parties) Marios Andreou (third party)	Marketing Research	30 51, 01 2.88 2.24 11.5 2.37
Gfk Nielsen India Private Limited	India	7th Floor, Block B, Vatika Tower Sector 54, Golf Course Road Gurgaon HR 122003, India	Nielsen (India) Private Limited Gfk Asia Pte Limited (third party)	Marketing Research	49.9 50.1
Meterology Data Private Limited	India	Plot No 61, Seth Megii Mathuradas Estate, Dr.S.S. Rao Road, Mhatma Gandhi Hospital, Parel Mumbai, Mumbai City MH 400012 IN	TAM Media Research Private Limited Broadcast Audience Research Council (third party)	Marketing Research	0.01 99.99

Adstrix Ltd.	Israel	Registered address: Rokach 80, Ramat Gan 525823, Israel. Actual address: 15 Halamish St., Caesarea 3088900, Israel	Nielsen Innovate Fund, LP Third parties	Marketing Research	30 70
Change Labs Ltd	Israel	15 Halamish St., Caesarea 3088900, Israel	Nielsen Innovate Fund, LP Third parties	Marketing Research	25.47 74,53
CiValue Systems Ltd	Israel	Registered address: 15 Halamish St., Caesarea 3088900, Israel. Actual address: 6 HaYetzira st, Yoqneam Ili, Israel	Nielsen Innovate Fund, LP Third parties	Marketing Research	26.89 73.11
Sales Boost Ltd	Israel		Nielsen Innovate Fund, LP Third parties	Marketing Research	19.05 80.95
Evolita Ltd.	Israel	Registered address: 15 Halamish St., Caesarea 3088900, Israel. Actual address: Ramat Gan, Israel	Nielsen Innovate Fund, LP Third parties	Marketing Research	35 65
Mantivision Ltd	Israel		Nielsen Innovate Fund, LP Third Party	Marketing Research	0.26 99,74
New Sense Research Ltd.	Israel	Amot Platinum Tower - 25 Efal street ,Petach-Tikva .POB 3821 Israel	The New Wave Research Ltd. Ms. Keren Corali (third party, individual)	Marketing Research	60 40
Package. Ai Jenny Labs Ltd	Israel		Nielsen Innovate Fund, LP Third parties	Marketing Research	20 80
Personalics Ltd	Israel	15 Halamish St., Caesarea 3088900, Israel	Nielsen Innovate Fund, LP Third parties	Marketing Research	21.37 78.63
Placense	Israel		Nielsen Innovate Fund, LP Third Parties	Marketing Research	20 80
Revenuewize	Israel		Nielsen Innovate Fund, LP Third Parties	Marketing Research	20 80
Revuze Ltd.	Israel	Registered address: 15 Halamish St., Caesarea 3088900, Israel. Actual address: 12, Gibore Israel, Netanya 3088900, Israel	Nielsen Innovate Fund, LP Third parties	Marketing Research	21.25 78.75
Stamp.EE Ltd	Israel		Nielsen Innovate Fund, LP Third parties	Marketing Research	25.02 74,98
SRP	Israel		Nielsen Innovate Fund, LP Third Parties	Marketing Research	20 80
Tapreason Ltd	Israel	Registered address: Shmuel-Hanagid 42, Ramat-Hasharon, Israel. Actual address: 15 Halamish St., Caesarea 3088900, Israel	Nielsen Innovate Fund, LP Third parties	Marketing Research	33.87 66.13
Tomobox Israel Ltd	Israel	15 Halamish St., Caesarea 3088900, Israel	Nielsen Innovate Fund, LP Third parties	Marketing Research	22.45 Percentage is subject to fluctuations
Vocavu Solutions Ltd	Israel	Registered address: Abba Hilel 16, Ramat Gan 3250608, Israel. Actual address: 15 Halamish St., Caesarea 3088900, Israel	Nielsen Innovate Fund, LP Third parties	Marketing Research	29.99 70.01
Walkout	Israel		Nielsen Innovate Fund, LP Third Parties	Marketing Research	25 75
Webeyez	Israel		Nielsen Innovate Fund, LP Third Parties	Marketing Research	20 80
Wiseshelf Ltd	Israel	15 Halamish St., Caesarea 3088900, Israel	Nielsen Innovate Fund, LP Thir parties	Marketing Research	22.09 Percentage is subject to fluctuations
Wizer Feedback Ltd	Israel	15 Halamish St., Caesarea 3088900, Israel	Nielsen Innovate Fund, LP Third parties	Marketing Research	28.6 71.4
Xenia	Israel		Nielsen Innovate Fund, LP Third Parties	Marketing Research	27 73
Yellzz	Israel		Nielsen Innovate Fund, LP Third Parties	Marketing Research	20 80

Zollo Social Shopping Ltd	Israel	Registered address: 15 Halamish St., Caesarea 3088900, Israel. Actual address: 30 Kalisher St., Tel Aviv 6525724, Israel	Nielsen Innovate Fund, LP	Marketing Research	38.60
			Third parties		Percentage is subject to fluctuations
Ongaku ShuppanSha Co., Ltd	Japan	3-16-4, Hongo, Bunkyo-ku, Tokyo 113-0033	Gracenote Inc	Marketing Research	16,67
			Third Parties		83,33
True Data Inc	Japan	Shibadaimon Center Bldg 4F., 1-10-11, Shibadaimon, Minato-ku, Tokyo 105-0012 Japan	AGB Nielsen Media Research B.V.	Marketing Research	7,21
			Third party		92,79
Video Research Interactive Inc.	Japan	6-17, Sanban-cho, Chiyoda-ku, Tokyo, 102-0075 Japan	ACNielsen eRatings.com	Marketing Research	34
			Video Research Ltd (third party)		51
			Dentsu, Inc. (third party)		3,5
			Cyber Communications Inc. (third party)		3,5
			D.A. Consortium Inc. (third party)		3,5
			Hakuhodo Incorporated (third party)		2,7
			Asatsu-DK Inc. (third party)		1
			Hakuhodo DY Media Partners Incorporated (third party)		0,8
AGB Stat IPSOS sal	Lebanon	Ipsos Bldg, Freeway St, Dekwaneh, Lebanon	AGB Nielsen Media Research TAM Holding B.V.	Marketing Research	40
			Ipsos SA (third party)		30
			STAT SAL (third party)		30
Snapbizz Cloudtech Pte Limited	Singapore	1 RAFFLES PLACE #39-01 ONE RAFFLES PLACE SINGAPORE (048616)	Nielsen Innovate Singapore Pte Ltd	Marketing Research	7.2
			Third Parties		
ATRI RETEL (Thailand) Co. Ltd	Thailand	538 Grand Building, 2nd Floor, Ratchadapisek 26 Alley, Ratchdapisek Rd, Samsennok Sub-District, Huaykwang District, Bangkok 10310	A3 Distrib SAS	Marketing Research	49
			Third parties		51
CGA Strategy Limited* CGA subsidiary is CGA Nielsen (Global) Limited (3481/UK). This entity is indirectly owned by AC Nielsen Company Limited (1378/UK) by 22.22%.This entity is not included in this overview	United Kingdom	Waterloo Place, Watson Square, Stockport, SK1 3AZ, United Kingdom	A.C. Nielsen Company Limited	Marketing Research	21.11
			Mondiale Media Holdings LLP (third party)		68.61
			Philip Tate (third party)		5.28
			WRBM		5
Toluna Holdings Limited * This company has multiple (in)direct subsidiaries and investments worldwide (Toluna Group). Not included in this list.	United Kingdom	Registered office: c/o Eurovestech, 29 Curzon Street, London W1J7TL, United Kingdom	Nielsen Consumer Insights, Inc.	Holding Company	7
			third parties		93
Carrier IQ, Inc.	United States	1200 Villa St # 200 Mountain View, CA 94041-2922, United States	The Nielsen Company (US), LLC	Marketing Research	<4

Frogtek Bop, LLC	United States	2403 Delancey Place, Philadelphia, PA 19103	Nielsen International Holdings, Inc. Third parties	Marketing Research	15.94 84,06
Headset, Inc	United States		The Nielsen Company (US), LLC Third Party	Marketing Research	2.88 97,12
Outrigger Media, Inc	United States		Nielsen Holding and Finance B.V. Third Parties	Marketing Research	20,6 79,4
Musicplay Analytics LLC	United States	1311 Vine Street Cincinnati, OH 45202 United States	Gracenote Inc Third party	Marketing Research	4.02 95.98
Percipient Inc.	United States	106 Wilmot Road Suite 400 Deerfield, IL 60015 United States	ACNielsen Corporation	Marketing Research	6.4
TVaura LLC (Suspended as of April 28, 2012)	United States	9405 SW Gemini DR, Beavertorn 97301, USA	The Nielsen Company (US), LLC Digimarc Corporation (third Party	Marketing Research	49 51

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