



Integrity in Action

# Nielsen Code of Conduct

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# A message from Karthik



Dear Nielsen colleagues,

We are the most trusted brand in media measurement today. We've earned this trust based on our 100-year history of putting integrity at the center of everything we do.

**Our commitment to doing the right thing and upholding our values has always been core to our success, and is something we are each responsible for.**

The Code of Conduct includes real-life examples and ethical dilemmas that we may face in our day-to-day work. It will help you understand how you can respond and resolve challenges, and when to seek help. Read it. Understand it. Live it, and expect the same of your colleagues. It helps us win new business, serve our clients, build our brand, protect our reputation, and create a productive, trust-based workplace where each of us can do our best work.

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

We are Integrity. We are Nielsen.

A stylized, handwritten signature in black ink, appearing to be 'K. Rao'.

Karthik Rao, Chief Executive Officer

# Nielsen's values and employee experience

## Our values

Our values guide the way we work and interact with one another. Integrity is a foundational part of our work that underpins all of our values. Each one of us helps to fuel Nielsen's business performance and growth, and shapes our culture of integrity. This Code exists as a guide for everything you do, say or create.



### Inclusion

Be open, begin with trust, respect everyone and appreciate every contribution

- **Be open** to new ideas and diverse perspective
- **Begin with trust**, prove accountability, and resolve challenges with respect, care and candor
- **Respect and advocate** for everyone and help them reach their full potential
- **Demonstrate appreciation** for every contribution from the team



### Courage

Show grit, be bold and drive to decisions with feedback that helps us grow

- **Show grit** and persevere with passion, overcoming barriers and obstacles along the way
- **Be bold**, share your ideas and learn by trying and failing fast as we innovate together
- **Drive to data-driven decisions**, bring others on board and commit to action
- **Give and seek meaningful feedback** that helps us grow



### Growth

Go big, act with purpose, be curious and develop yourself and others

- **Go big** by prioritizing high potential opportunities and better outcomes for our customers, company and colleagues
- **Act with speed and purpose** to move forward, discover, innovate and improve
- **Be curious**, reframe challenges, and commit to always growing
- **Develop yourself and others** being a role model for equity



# Introduction to our Code



**“The number one legacy of my father would probably be integrity...”**

Arthur C. Nielsen, Jr.  
President 1957–1975  
Chairman 1975–1983

## Why do we have a Code?

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

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

The standards reflected in our Code are carefully considered guidelines to help us manage risk and support our core values. You should use the Code to help with general questions and then consult other Company policies or Company experts if you need more specific information or guidance.

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

Founder’s Mentality: At Nielsen, we honor and carry on the best of our past with Arthur C. Nielsen’s grit, integrity and dedication to truth. We are committed to conducting business with the highest ethical standards.

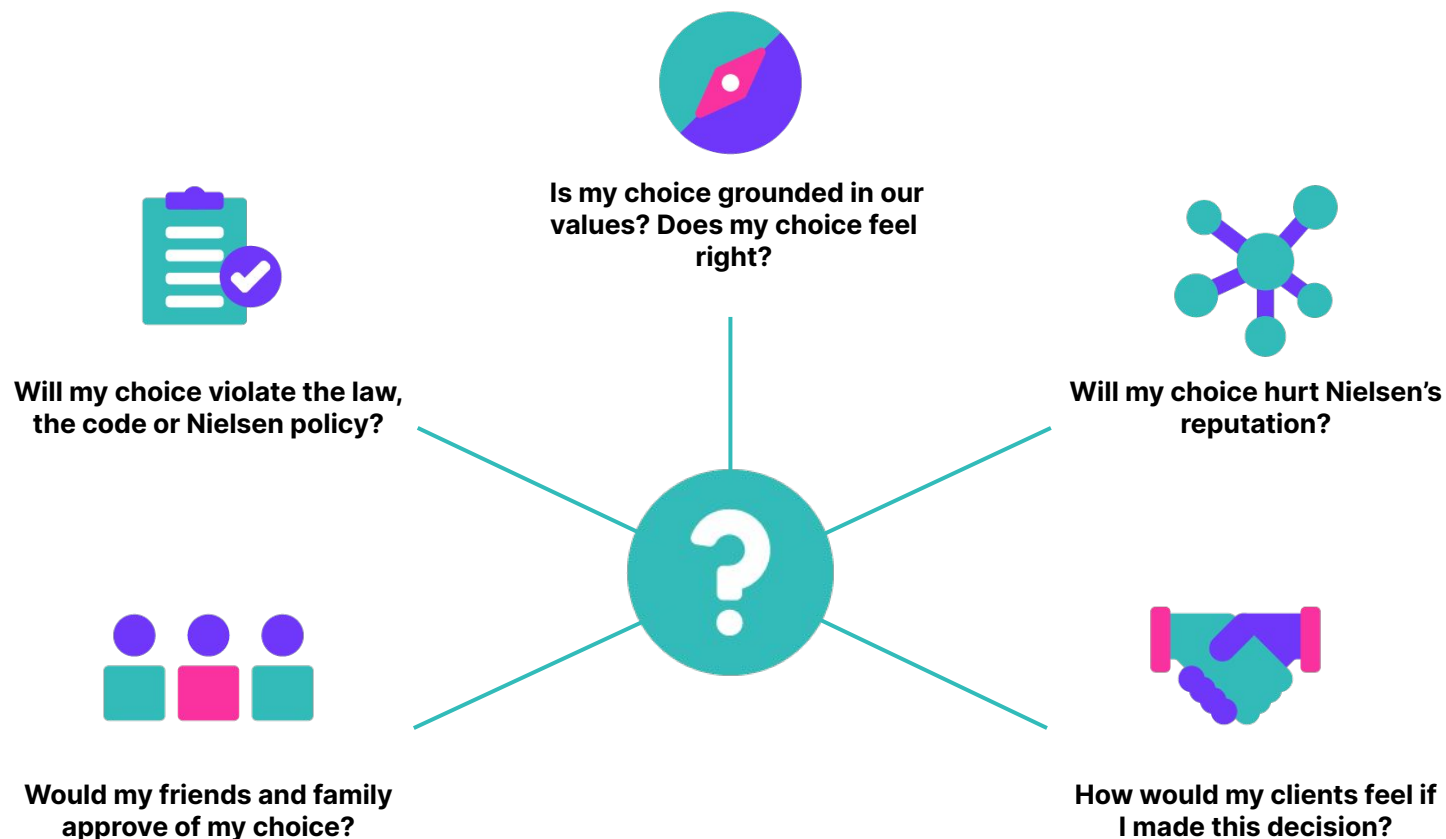


## Who needs to follow the Code?

This Code applies to everyone at Nielsen. For convenience, references to “Nielsen” or the “Company” throughout the Code refer to our ultimate parent company Nielsen Holdings plc, and its subsidiaries, affiliates, and joint ventures that we control. The Code 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.

# If you are faced with a choice and don't know the right thing to do, ask yourself some basic questions



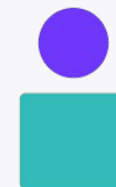
**If you have any doubts about what to do, seek advice from your manager, the People Team, or Compliance & Integrity.**

# What are our responsibilities under the Code?



## All employees

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



## Our managers

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



# Speaking up

## When should I speak up?

Speaking up about misconduct is not always the easy thing, but it is always the right thing.

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

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

## How do I speak up?

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

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

**If you see something that seems wrong, say something.**





## What will happen after I speak up?

If you raise a concern, the Company will begin an objective investigation. You will likely be asked follow-up questions and, if appropriate under the circumstances, you may also be asked to keep your conversations related to the investigation confidential. Remember that the more information you provide, the easier it will be for the Company to investigate the situation and take appropriate steps if misconduct is found. To protect the privacy and confidentiality of those involved, the Company may not share the results of investigations.

## Will I be treated differently after speaking up?

You should feel comfortable reporting honest concerns. When you speak up, Nielsen protects you in two important ways and complies with all whistleblower laws and regulations, including those protecting employees for speaking up about specific kinds of misconduct. First, nobody is allowed to retaliate against you for making a report of suspected misconduct, for asking questions about this Code, or for cooperating in an investigation. This means that no one can take disciplinary action against you or mistreat you because you sought guidance or raised a concern. Any person found to have retaliated in this way will themselves be subject to disciplinary action, which may include termination of employment. Second, insofar as possible or if not prohibited by law, we will protect your confidentiality.

Of course, speaking up must be done in good faith. Anyone found to have deliberately made a false report will be subject to disciplinary action.



*Know that...* **we support and value integrity.** The Company will not retaliate or tolerate any retaliation against any individual who raises a legitimate concern about misconduct or who participates in an investigation of any allegation. Retaliation is a serious violation of this Code and our values.

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

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

## Violations of the Code

Nielsen takes all violations of this Code seriously. All employees are expected to cooperate and support investigations into possible misconduct. If, following an investigation, a violation is found, Nielsen will determine the appropriate consequences in accordance with local laws, which may include disciplinary action up to and including termination. In the case of potentially illegal activities, the Company may also refer the matter to appropriate authorities or pursue civil or criminal remedies.



# Integrity in the workplace



## Treating one another with respect

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

We uphold these standards for workplace respect and behavior wherever we do our jobs, including during in-person interactions or using communication tools such as email, chat, or video meetings. In our modern, connected workplace, we must all remain professional and thoughtful about how our words, actions, and background images impact others.



## Integrity in action

- Be thoughtful and respectful of all of the people you work with.
- Lead by example, including working cooperatively and treating others with kindness and patience.
- Never bully, harass or intimidate another person.
- Never make racist, sexist, discriminatory, or other offensive statements to your co-workers, clients, suppliers, or Nielsen panel households or survey respondents.
- Never project racist, sexist, discriminatory, or other offensive images to your co-workers, clients, suppliers, or other audiences.
- Remember that behavior that you think is acceptable might offend someone else

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





Nielsen is committed to maintaining a workplace that is free of all forms of harassment and discrimination.

## More insight

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

One type of sexual harassment occurs when job-related decisions are influenced by whether a person submits to or rejects unwelcome sexual advances. Sexual harassment can also include actions by a supervisor or colleague that create a hostile or offensive work environment. Remember, however, that harassment does not have to be sexual in nature. Non-sexual harassment can include any action that interferes with an employee's work performance or creates an environment that is offensive, intimidating or hostile to work in.



# Valuing diversity, equity & inclusion

At Nielsen, we have made a global commitment to Diversity, Equity, & Inclusion (DE&I). We power a better media future for all people by embracing, leveraging and incorporating DE&I into all that we do.

When we operate in a culture that is diverse and inclusive, innovation flourishes, our clients win, and employees are engaged and collaborate to bring the best that Nielsen can offer to the communities we measure.

Fostering DE&I isn't just a good thing to do—it's crucial to the success of our business and all business.

## Integrity in action

- Be Open and Inclusive: seek out diversity; respect and value different backgrounds and perspectives.
- Make all employment-related decisions such as whether to hire, fire or promote someone based on the individual's merit alone.
- Support varying perspectives and points of view—they are crucial to our growth, strength and ability to innovate.
- Make a personal commitment: be open to learning and communicating across lines of difference.

## #everydayintegrity

My team at Nielsen is great because we work well together and have a lot in common. Sharon joined our team about a year ago. She came from a different background as our other team members and she's a bit older than us. Some of the team was worried that she might not fit in well and that this could hurt our team dynamic. I shared that we should stop worrying about how she is different and start thinking about her skills and the value of her new perspective.

I reached out to our People Experience partner for advice. They were really helpful and suggested some informal get-to-know you sessions with a few of our team members. Sharon has been part of our team for a year now and has really helped us innovate and be a better team.

# Promoting a safe and healthy workplace

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

## Integrity in action

- Be safe and report physical hazards you encounter.
- Do not use drugs or alcohol during Company time or on Company property (except for moderate consumption of alcohol served at a special event hosted by Nielsen; always maintain good judgment, moderation and professionalism ).
- Keep all weapons, including lawfully licensed firearms, off of Nielsen premises and out of any Nielsen-owned or Nielsen-leased vehicles. Ensure that no weapons are in your possession while on Company business.
- Keep our facilities secure by wearing your identification badge and following Company rules for checking in visitors.
- Report any suspicious activity, threats of violence or other concerning behavior to your manager or to **Nielsen Security** ([CSIRT@Nielsen.com](mailto:CSIRT@Nielsen.com)) immediately.

## More insight

Although our general policy is to prohibit drugs and alcohol in the workplace, there are times when the Company may allow alcohol at certain Company-related events and functions.





Nielsen complies with privacy and data protection laws that apply to the information we collect around the world.

## Careful handling of personal information

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

### Integrity in action

- Recognize what constitutes “personal information”. You can find the definition in the [Privacy Policy](#).
- Collect, use and share personal information only if you have the right to do so and only for appropriate business purposes.
- Know the rules about disclosing personal information, including when, where and with whom you can share it. These rules may vary by country.
- Know and follow the Company’s [records and data retention policies](#).
- Contact **Nielsen’s privacy team** ([nielsenprivacy@nielsen.com](mailto:nielsenprivacy@nielsen.com)) if you are ever unsure.
- If you think a “data incident” has occurred, including the potential loss or theft of personal information, report it immediately through [ServiceNow](#).



## Safeguarding proprietary and confidential information

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



## Integrity in action

- Take the strongest measures to safeguard and protect personal information and confidential information, including information about Nielsen panelists, clients, and employees.
- Keep all confidential information in a safe place and take care not to lose it, misplace it or leave it behind.
- Use strong passwords for your devices to protect confidential information you have access to.
- Do not discuss confidential matters or share information in public places such as elevators, hallways, restaurants, restrooms and public transportation. Be careful when discussing sensitive matters and confidential information where others can hear.
- Never share confidential information with someone with no right to receive it, including other Nielsen associates or clients. If in doubt, do not disclose.
- Do not share confidential information with your personal accounts, use your personal account for Nielsen business, or download confidential information to your personal device.
- Do not use confidential information that you receive accidentally. Notify [Nielsen's Legal team](#) if you receive such information.
- Understand and follow all Nielsen policies and practices directed to using and protecting Intellectual Property.
- Refrain from using the Intellectual Property Rights of third parties without the approval of Nielsen's Legal team. This is especially important for the use of third-party patents or Open Source Software. Nielsen's Open Source Software Use Policy and other information about Open Source Software can be found [here](#).
- Use trademarked or copyrighted material only with permission from the owner.



## More insight

Nielsen's [Data Classification Guide](#) provides specific guidance on how to classify and handle different types of confidential information.

Confidential information means any Nielsen or third-party information that is not available to the public and/or subject to restrictions on use and sharing. It includes client deliverables, trade secrets, and other information that, if improperly disclosed, could be of value to competitors and/or harmful to Nielsen, our clients or our suppliers. Inappropriate disclosure of confidential information can also prevent Nielsen from being able to seek patent protection. Examples include our marketing strategies, client lists, pricing information, software code, technical designs and descriptions of proprietary architectures, product interface and structure, methodologies/processes, algorithms and financial information and other intellectual property. However, Nielsen does not restrict non-managerial and non-supervisory employees from making commentary about their wages, hours or other terms and conditions of employment where the right to make such commentary is protected by law.

Remember, we are trusted with confidential and personal information and we have a responsibility to secure and protect it. Our duty to protect it exists wherever we do business.



# Using company assets thoughtfully

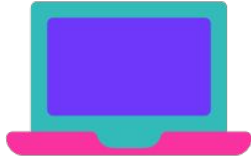
## Integrity in action

- Use Company property and information and your position at Nielsen to support business goals, not for your personal benefit.
- Be thoughtful and efficient—do not waste or abuse Company supplies, materials, facilities or other property.
- Only valid business expenses will be reimbursed and you should never use your corporate credit card for personal expenses. Review Nielsen's [Travel & Expense Policies](#) for further guidance.
- Know and follow the rules around contract approvals and signatures; only make commitments on behalf of Nielsen if you are authorized to do so.
- Watch out for email scams like phishing, and never circumvent financial controls to speed up a payment.
- Do not destroy documents relevant to a pending or imminent litigation or government investigation.
- Keep all equipment safe and secure and do not leave unattended.
- Report any loss, theft or threat of fraud as soon as possible through [ServiceNow](#).

## #everydayintegrity

I work in finance, and I received an unusual email from my country MD's email address asking me to authorize and expedite a large payment to a new vendor. She does not typically email me directly or get involved in payment matters. I was also aware that she was out of the office on vacation.

I received more emails the next day with an angry and impatient tone telling me the transfer had to be made urgently. I considered going around the payment controls we have in place to please the leader, but I know the importance of our controls and remembered learning about email scams in my phishing training course. I reported the emails to my boss and Nielsen Cyber Security, and they told me that this was a scam and to ignore the payment requests. When the MD returned from her vacation, she confirmed that she did not send the emails and thanked me for maintaining our controls and checking with the team when I was unsure about what to do.



# Acting responsibly when using company computers and information systems

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

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

## Integrity in action

- Use good judgment whenever using the Company's technology resources and don't send or discuss illegal, harassing, bullying, intimidating, obscene, sexually explicit, violent, or discriminatory material. Also, remember that anti-harassment, data protection and other workplace conduct policies apply when using email and other messaging tools as well.
- Remember that, subject to applicable law, the Company may monitor your use of Nielsen's computers and communication systems, may review or record information that you create, send or store and the Company may transfer content that you create or save to other employees.
- Take care when using social media: always follow the [Nielsen Social Media Policy](#).
- Don't share passwords—even with your friends, relatives or co-workers.
- Be careful with email: avoid clicking links that may be phishing or introduce viruses.
- Understand your obligations under the [Nielsen Acceptable Use Policy](#).
- Upon termination of employment, all Company property, including devices and digital information contained on them, must be returned to Nielsen. Because Nielsen cannot guarantee that, upon termination, employees will be able to retrieve personal files or other data stored on Nielsen-issued devices, employees are encouraged to exercise caution in using Nielsen devices for personal file storage.

# Integrity in the marketplace





## Ensuring the integrity of our data

Our clients rely on the integrity of our data, analysis, products and services. Our independence is a competitive advantage, and we always conduct our research and analysis honestly and fairly.

### Integrity in action

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

# Competing fairly

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

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

- *Be cautious in discussions or agreements with competitors:* No Nielsen employee (or third party acting on our behalf) may discuss prices or other competitively sensitive information with competitors or reach an agreement with competitors on pricing or allocation of clients or territories. All discussions and agreements with competitors must be approved in advance by the Nielsen Legal team.
- *Avoid coordinated behavior:* The Company's decisions must be made unilaterally and not in coordination with competitors—this includes our own competitors as well as our clients as they compete with each other. This prohibition applies to informal “understandings” or mirroring a competitor's behavior, as well as to formal agreements.
- *Client agreements can raise legal risks:* Arrangements that involve exclusivity or that condition the purchase of one product on the purchase of another product may raise legal concerns. Offering rebates or discounts to force out competitors can also be illegal. Any such agreement must be approved in advance by the Legal team.
- *Reseller and Sublicensor agreements can raise legal risks, too:* In many countries and circumstances we are prohibited from dictating the price a reseller can charge for Nielsen products and services. In the European Union, territorial restrictions may be prohibited as well. All reseller and sublicensor agreements should be reviewed and approved by the Legal team.



## Integrity in action

- Never take unfair advantage of any person or another company through manipulation, concealment, abuse of proprietary or confidential information, misrepresentation of material facts, or any unfair dealing or practice.
- Understand how competition laws apply to your job. Ask the Legal team if you are in doubt.
- Never agree with competitors on prices, to divide territories or clients, or to restrict dealing with certain individuals or companies.
- Take care when participating in trade associations—requests to share information must be vetted by the Legal team.
- Never make false statements about competitors.
- Do not encourage a client or prospective client to violate the terms of a contract with a competitor.
- Never set discounts, pricing or other contract terms with the aim of forcing competitors out of the market.
- Contact the Legal team if you have questions about whether your actions or a competitor's actions comply with antitrust or competition laws.





## More insight

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

- Requests to share non-public information—even historical information— must be reviewed and approved by the Nielsen Legal team.
- Observe any ground rules laid out by the Legal team for participation in a trade association.
- If a participant in a trade association raises an improper topic such as prices, pricing policies, costs, discounts, credit terms, restrictions on buying or selling, or suggests any form of collusion, state explicitly that Nielsen will not discuss the matter, leave the meeting and have both your objection and exit noted. Report the incident to the Legal team immediately.

# Avoiding conflicts of interest

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

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

## Integrity in action

- Seek written approval from your manager, your PX partner and the Compliance & Integrity team before engaging in any secondary employment. Complete the **Non-Nielsen Board Approval Request** process before accepting a position on another company or organization's board of directors.
- You and members of your family and household are prohibited from serving on a Nielsen panel or participating in a Nielsen survey.
- Never work for a competitor, client or supplier of Nielsen while employed by Nielsen.
- Never seek or receive personal gain from a client, competitor or supplier of Nielsen, or take personal advantage of an opportunity discovered through your position at Nielsen or through the use of Nielsen property or information.
- Avoid personal or financial relationships that will compromise your judgment at work.
- Disclose to your manager and the Compliance & Integrity team if you think you might have a conflict or potential conflict of interest, or have a relationship or commitment that might give the appearance of a conflict of interest.
- Understand that the Company may, subject to applicable law, impose restrictions or take actions deemed appropriate to address an actual or potential conflict of interest, including transfers, reassignments, or, where appropriate, termination of employment.

## More insight

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

- Having a financial interest in a company that does business with or competes with our Company (other than stock ownership of publicly listed companies worth less than 1% of the individual's net worth and less than 1% of the listed company's shares).
- Working for, consulting for or sitting on the board of any other company while employed by Nielsen.
- Hiring a family member for a position at Nielsen.

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

- For example, a romantic relationship between a manager and someone managed by that person would present a conflict that must be disclosed. Additionally, all romantic relationships between colleagues where at least one of the participants is an SVP or above must be disclosed to the Chief People Officer and Compliance & Integrity.
- Employees also must not make hiring, firing, promotion or compensation decisions about their relatives or domestic partners.
- Employees may not participate in the selection of vendors if they have a personal or financial relationship with one of the vendor candidates.
- Problems can also arise if relatives or domestic partners work together; as a rule of thumb, a relative or domestic partner of a manager cannot work in the same department as the manager.



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



# Complying with securities regulations

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

## Integrity in action

- Do not buy or sell Nielsen securities if you have access to material nonpublic information about the Company.
- Do not buy or sell securities of any other company if you have obtained material, nonpublic information about that company.
- Do not share or provide “tips” to others based upon material nonpublic information unless the communication is lawful and appropriate under the circumstances, has been properly authorized in accordance with Nielsen’s policies and procedures then in effect, and the person receiving the information has agreed to keep the information confidential.
- Contact the Corporate Secretary’s office ([corporatesecretaryoffice@nielsen.com](mailto:corporatesecretaryoffice@nielsen.com)) or Legal team if you have any questions or concerns.

## More insight

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





## Keep honest and accurate records

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

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

### Integrity in action

- Maintain complete, accurate and timely records and accounts for all business transactions.
- Follow Company policies and procedures when recognizing revenue and recording expenses, assets or liabilities.
- Watch for inaccurate documents, such as erroneous time sheets, invoices or expense reports. **Speak Up** if you see something wrong.



- Never use your corporate credit card for personal expenses.
- Submit expense reports only for valid business expenses. Review Nielsen's [Travel & Expense Policies](#) for further guidance.
- Provide timely, realistic forecasts and assessments and never misrepresent the facts of a business transaction.
- Always provide accurate information for inclusion in Nielsen's regulatory filings.
- Follow review and approval procedures in their entirety. Do not cut corners.
- Cooperate with all internal and external audits and investigations and never do anything to mislead or improperly influence the Company's internal or external auditors in performing their audits or reviews of the Company's financial statements or financial controls.
- Report any concerns about fraud or failure to follow internal controls—no matter how small the amount and regardless of whether it relates directly to your business unit—to Compliance & Integrity or the Legal team immediately.
- If you are a member of the Finance team, understand and follow the Disclosure Committee process and solicit input from all relevant colleagues. Members of the Legal, Security, PX, Finance and Operations teams must ensure they report to Finance any matters that may be relevant to Nielsen's reporting. Questions about the Disclosure Committee process should be directed to the Corporate Controller.
- Concerns about accounting, internal accounting controls or auditing matters may also be reported directly to the **Audit Committee of the Board of Directors** ([auditcommittee@nielsen.com](mailto:auditcommittee@nielsen.com)).

## More insight

### Watching for Fraud

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

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

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

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

## #everydayintegrity

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

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



Nielsen complies with all privacy and data protection laws that apply to the information we collect around the world.

## Communicating responsibly with the media and the public

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

### Integrity in action

- All engagement with the press should be done in consultation with a member of the Communications team and only when authorized by the Global Communications team to speak on behalf of the Company.
- If you receive an inquiry from the media concerning Nielsen's business, forward it to the [Communications representative](#) for your market or business unit so that they can respond appropriately.
- Carefully follow the rules around sending commercial emails set out in [Nielsen's Email Marketing Policy](#). Failing to do so can result in financial penalties for Nielsen and can also damage our reputation.





# Exercising good judgment when using social media

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

## Integrity in action

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

## #everydayintegrity

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

It would have been easier to ignore it, but I told my manager about my concerns. She appreciated that I had spoken up about the situation and said she would address it.

# Integrity in the global community



# Acting as a good corporate citizen

Through our holistic approach to cultivating a responsible and sustainable mindset, we aim to create and multiply value for our company, our stakeholders and our world. We recognize that to do it right, value creation must be collaborative, inclusive and focused on the long term. Our environmental, social and governance (ESG) commitments and how we manage them are set out in detail in our [ESG reports and non-financial materiality assessments](#).

## Integrity in action

- All employees are eligible for 24 hours of [Dedicated Volunteer Time](#) during work hours each calendar year. You are encouraged, but not required, to use this time volunteering in the spirit of Nielsen to make a difference in the communities where we live and work.
- Lead and participate in local and global [Cares & Green](#) projects to make a positive social and environmental impact..
- Hold our suppliers accountable to social, environmental and governance requirements as outlined in our [Supplier Code of Conduct](#).
- Activities at work to support charitable organizations are permitted when organized through [Business Resource Groups](#), including Cares and Green, or when approved by **Nielsen's Corporate Citizenship team** ([nlsncorporatecitizenship@nielsen.com](mailto:nlsncorporatecitizenship@nielsen.com)). Financial donations must follow the [Third Party Donation Policy](#).

# Protecting human rights

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

## Integrity in action

- Comply with laws prohibiting human trafficking, child and forced labor.
- Be vigilant when it comes to the most vulnerable groups in society: watch for indicators of exploitation of children, physical punishment or abuse and involuntary servitude of any person. [Speak Up](#) if you see something.
- Require our suppliers to support and respect the free exercise of these human rights in line with our [Supplier Code of Conduct](#).
- Familiarize yourself with Nielsen's [Human Rights Guidelines](#) and [Modern Slavery Statement](#).





# Preventing bribery and corruption

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

The consequences of bribery, including facilitation payments, can be serious for our Company and the individuals involved, and can include fines and criminal penalties.

For more details about prohibited payments and who is a “government official,” consult [Nielsen’s Anti-Corruption Compliance Policy](#). Our Compliance & Integrity Team is available to answer any questions you have about bribery and corruption at [integrity@nielsen.com](mailto:integrity@nielsen.com). Bribery and corruption concerns that arise are managed by the Audit Committee of the Board of Directors.

## More insight: What is a bribe?

Remember that bribes don’t always involve cash. A bribe is any offer or payment of anything of value to a person in order to secure an improper business advantage. Bribes can come in different forms such as:

- Cash equivalents (such as Visa or AmEx gift cards)
- Gifts, entertainment and hospitality (additional guidance on gifts and entertainment can be found [below](#))
- Payment of travel expenses—especially when there is not a clear business purpose for the trip
- Vacations
- Offer of a job, internship or other assignment in the future (including job offers for a family member or friend of the government official)
- Political contributions
- Scholarships or jobs for a government official’s child
- Donations to a government official’s preferred charity
- “Facilitation payments” are also called a ‘facilitating’, ‘speed’ or ‘grease’ payment; made to secure or expedite the performance of a routine or necessary action to which the payer has legal or other entitlement, and are also bribes



## Integrity in action

- Review and understand [Nielsen's Anti-Corruption Compliance Policy](#) and how this relates to your job.
- Never promise, offer or give something of value with the hope of securing an unfair business advantage.
- Never promise, offer or give money or something of value because you think it will “help” Nielsen avoid a tax, fine or penalty.
- Never “grease” a government official to speed up any task, such as customs clearance or the issuance of a permit, license, visa or any other approval, even if this is common in your market.
- Make our rules clear to all agents and third parties who work on our behalf—Nielsen can be held liable for their actions. Monitor all agents and third parties ensure their compliance.
- Never conceal the true nature of an expense. Clearly and correctly record all payments and transactions.
- If ever asked by a client, supplier, government official or other party to make or to take a bribe, kickback or other prohibited payment, gift or benefit, refuse the request and immediately inform your manager and your Compliance & Integrity leader or a member of the Nielsen Legal team.
- If you believe someone has made a prohibited payment, immediately inform the Legal team.

## #everydayintegrity

In my country, we need to secure a government permit to perform our work. I was pressured by an official to pay a small amount of money to process the application. I called my manager, and she explained that giving “facilitation payments” or “speed money” is prohibited under Nielsen’s policies. She suggested that I firmly refuse to make the payment, which I did. I kept returning to the government office every day to check on the status of my application. After some time, I got the permit, even though it was processed later than we wanted.

When the time came to get the next permit, I went to the office several weeks earlier than required and returned regularly to wait, again informing the official that I would not make a payment. The official eventually recognized that no money was coming and released the permit without it. Because I started early, we got what we needed in the timeframe we needed. I was proud that we were able to do the right thing by refusing to make the payment and still meet our project deadlines.

# Exercising good judgment with gifts and entertainment

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

## Integrity in action

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

# When is it okay to exchange gifts or entertainment?

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

## NEVER Permitted

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

## USUALLY Permitted ... BUT ALWAYS ASK THE Legal team IF YOU ARE UNSURE

- Token gifts (calendars, t-shirts, items with a Nielsen logo)
- Normal business entertainment where the giver is present and the purpose is to foster business relations
- Invitations to industry or business-related meetings or conferences held locally

Even with good judgment it may be hard to tell whether a gift or entertainment is reasonable. At these times, the best plan is to consult with **Compliance & Integrity** ([integrity@nielsen.com](mailto:integrity@nielsen.com)), the People Team or the Legal team. Any requests for a gift outside these limits must be approved in advance and in writing by the Legal team.

## #everydayintegrity

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

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

## More insight

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



# Complying with global trade requirements

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

## Integrity in action

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

## More insight

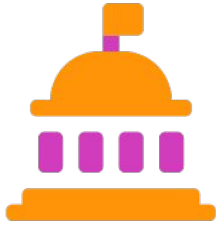


What is an export?

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

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

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



# Participating fairly and lawfully in the political process

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

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

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

## Integrity in action

- Never make political contributions or attend a political event on behalf of Nielsen or with corporate funds.
- If you give or attend a political event, make clear it is in your personal capacity.
- Do not seek reimbursement from the Company for any personal political contributions.
- Ensure that all third-party donations, including charitable contributions, are properly reviewed, approved and classified for proper reporting.
- Consult [Nielsen's Third Party Donation Guidelines](#) and your Finance representative for required approvals and with any questions.
- Deny requests from government officials for contributions with Nielsen funds to any political or charitable organization.
- Do not agree to serve on a government advisory board without obtaining approval from **Nielsen Government Affairs** ([government.affairs@nielsen.com](mailto:government.affairs@nielsen.com)) and the [Non-Nielsen Board Approval Request](#) process.
- During working time, do not solicit your coworkers' support or distribute material on behalf of another organization (unless for an approved group Nielsen volunteering event or initiative), including charitable organizations, non-governmental organizations, or political candidates.
- Remember that no one in the Company may require you to contribute to, support, or oppose any political group or candidate.
- Keep in mind that only employees authorized by Nielsen Government Affairs may take a public position on government actions on behalf of Nielsen.

# Conclusion



Our commitment to Integrity in Action comes with an obligation to Speak Up. If you see something that is not in line with our values, our Code, our policies or the law—say something. If you are unable to access the links to any policy referred to in the Code, please contact your People Team representative who will provide you with a copy.

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

- *Tell your manager*
- *Tell your People Team representative*
- *Call the Helpline*

You can raise a concern by phone, speaking to a live, confidential, third-party representative, 24 hours a day, 7 days a week. This is available in 38 languages.

A complete list of country-by-country local access numbers can be found [here](#).

- *Report online*

To submit a claim via an online form in 23 languages, visit [this site](#) or follow the link from the [Compliance & Integrity](#) page

- *Contact [Compliance & Integrity](#)*
- *Contact the [Legal team](#)*
- [Integrity@nielsen.com](mailto:Integrity@nielsen.com)

Although we encourage employees to identify themselves when making reports to improve our ability to follow up and investigate, complaints may be made anonymously unless prohibited by the law in your country. Remember that you will never be retaliated against for reporting a concern.

Occasionally, in special circumstances, there may be a valid reason to request an exception from some part of our Code. Waiver requests for employees must be submitted in writing to the People Team or the Compliance & Integrity Team. For the CEO, senior executive officers and members of the Board of Directors, waivers may only be granted by the Audit Committee or the full Board of Directors and are subject to applicable laws and regulations regarding disclosure to shareholders.



# Speak up contact information

## [Helpline Web Form](#)

The Speak Up email address ([integrity@nielsen.com](mailto:integrity@nielsen.com)) allows you to email Global Compliance & Integrity directly.

For the telephone Helpline, many countries have direct toll-free access. For countries without direct toll-free numbers, you can reach the Helpline by dialing the in country number followed by the 800 number for Nielsen.

Country	Step 1	Step 2
Argentina	0800-345-8175	844-922-3052
Australia	1 800 870 403	844-922-3052
Belgium	833-516-0472	N/A
Brazil	833-516-0472	N/A
Canada	1-833-516-0472	N/A
China	400 120 0139	844-922-3052
Colombia	833-516-0472	N/A
Croatia	833-516-0472	N/A
Cyprus	833-516-0472	N/A
Dominican Republic	833-516-0472	N/A
France	833-516-0472	N/A
Germany	0800 0010106	844-978-1244
Greece	833-516-0472	N/A
Hong Kong	833-516-0472	N/A
Hungary	833-516-0472	N/A
India	08001007897	844-978-1245
Indonesia	800 3185	844-922-3052
Ireland	833-516-0472	N/A
Israel	833-516-0472	N/A
Italy	800 909 714	844-978-1249
Japan	833-516-0472	N/A
Korea, Republic of South	80 880 4972	844-978-1250

# Speak up contact information (cont'd)

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Country	Step 1	Step 2
Malaysia	833-516-0472	N/A
Mexico	800 681 9254	844-922-3052
Netherlands	800 0132	844-922-3052
New Zealand	833-516-0472	N/A
Norway	833-516-0472	N/A
Philippines	1800 1 322 0208	844-922-3052
Poland	8005 069	844-922-3052
Puerto Rico	1-833-516-0472	N/A
Russia	833-516-0472	N/A
Serbia	0800 301154	844-922-3052
Singapore	833-516-0472	N/A
Slovenia	80 8830	844-922-3052
South Africa	080 098 4144	844-922-3052
Spain	833-516-0472	N/A
Sweden	833-516-0472	N/A
Switzerland	800 225 128	844-922-3050
Taiwan	833-516-0472	N/A
Thailand	833-516-0472	N/A
Turkey	833-516-0472	N/A
Ukraine	833-516-0472	N/A
United Arab Emirates	833-516-0472	N/A
United Kingdom & Northern Ireland	0808 196 5822	844-922-3051
United States	1-833-516-0472	N/A

