

Nielsen Holdings plc
Form DEFA14A
April 09, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Nielsen Holdings plc

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right* to Vote *****

**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on May 21, 2019.**

NIELSEN HOLDINGS PLC

Meeting Information

Meeting Type: Annual General Meeting

For holders as of: March 22, 2019

Date: May 21, 2019 **Time:** 9:00 a.m. (Eastern Time)

Location: 50 Danbury Road

Wilton, CT 06897

Meeting live via the Internet-please visit

nielsen.onlineshareholdermeeting.com

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You will not receive a paper or e-mail copy of the proxy materials unless you request one. You may view the proxy materials online at www.proxyvote.com, scan the QR code on the reverse side, or easily request a paper or e-mail copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.



See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT US ANNUAL REPORT UK ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com, or scan the QR code below.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of the above proxy materials or proxy materials for future shareholder meetings, you must request them. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* www.proxyvote.com
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL*:* sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded.

Please make the request as instructed above on or before May 7, 2019 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote in Person: If you choose to vote these shares in person at the meeting, you must request a *legal proxy*. To do so, please follow the instructions at www.proxyvote.com or request a paper copy of the materials, which will contain the appropriate instructions. You must have government-issued photo identification and an admission ticket to be admitted. Please review the proxy materials for additional information on what you may need to bring with you to gain access to the meeting. For directions to attend the Annual General Meeting in person, go to: <http://ir.nielsen.com/investor-relations/shareholder-information/annual-meeting/default.aspx> or contact our Company Secretary at companysecretary@nielsen.com. **THIS NOTICE WILL SERVE AS AN ADMISSION TICKET.**

Vote By Internet:

Before The Meeting:

Go to www.proxyvote.com or from a smartphone, scan the QR code above. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

During The Meeting:

Go to nielsen.onlineshareholdermeeting.com. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card or voting instruction form.

Voting Items

Our Board of Directors recommends that you vote FOR each director nominee listed below and FOR each of Proposals 2 through 7 listed below.

1. Election of directors:
 - 1a. James A. Attwood, Jr.
 - 1b. Guerrino De Luca
 - 1c. Karen M. Hoguet
 - 1d. David Kenny
 - 1e. Harish Manwani
 - 1f. Robert C. Pozen
 - 1g. David Rawlinson
 - 1h. Javier G. Teruel
 - 1i. Lauren Zalaznick

2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2019.
3. To reappoint Ernst & Young LLP as our UK statutory auditor to audit our UK statutory annual accounts for the year ending December 31, 2019.
4. To authorize the Audit Committee to determine the compensation of our UK statutory auditor.
5. To approve on a non-binding, advisory basis the compensation of our named executive officers as disclosed in the proxy statement.
6. To approve on a non-binding, advisory basis the Directors' Compensation Report for the year ended December 31, 2018.
7. To approve the Nielsen 2019 Stock Incentive Plan.

NOTE: Such other business as may properly come before the meeting or any adjournment or postponement thereof.

Voting Instructions