

**Charter of the Nominating and Governance Committee  
of the  
Board of Directors  
of IQVIA Holdings Inc.**

(Effective November 1, 2018)

1. Purpose. The purpose of the Nominating and Governance Committee (“Committee”) of the Board of Directors (“Board”) of IQVIA Holdings Inc. (the “Corporation”) shall be to (i) identify individuals qualified to become members of the Board, consistent with the criteria approved by the Board, (ii) make recommendations to the Board for the selection of director nominees for the next annual meeting of shareholders, (iii) assist the Board in establishing and maintaining effective corporate governance policies and practices, including, but not limited to, developing and recommending to the Board a set of corporate governance guidelines applicable to the Corporation and (iv) oversee the evaluation of the Board and its dealings with management as well as appropriate committees of the Board.
2. Composition. Subject to the bylaws, the Committee shall consist of at least three directors appointed by the Board. The Board shall designate one member of the Committee as the Chairperson. Subject to the bylaws, the members of the Committee may be removed by the Board in its discretion, and any vacancy on the Committee shall be filled by the Board at the next Board meeting following the occurrence of the vacancy or earlier as determined by the Board. Each member of the Committee shall satisfy the independence requirements of the New York Stock Exchange (the “NYSE”).
3. Meetings. The Committee shall hold regularly scheduled meetings at least once per fiscal quarter and such special meetings as circumstances dictate, at which a Secretary, designated by the Committee members, shall keep minutes. The Committee shall meet in executive session at least on an annual basis, or more frequently as the Committee or the Chairperson deems advisable. The Chairman of the Board or any two members of the Committee may call meetings of the Committee upon due notice to each other member at least 24 hours prior to the meeting. The Committee shall report regularly the Committee’s activities and actions to the Board. All meetings of the Committee may be held by any means of communication by which all members participating may simultaneously hear each other during the meeting. All non-management directors who are not members of the Committee may attend meetings of the Committee, but may not vote. In addition, the Committee may invite to its meetings any director, member of management of the Corporation, and such other persons as it deems appropriate in order to carry out its responsibilities.
4. Responsibilities and Powers. The Committee has direct responsibility and power to perform the following:
  - Identify individuals qualified to become Board members, consistent with criteria approved by the Board, receive nominations for such qualified individuals and review recommendations put forward by the Chief Executive Officer, and recommend to the Board the director nominees for the next annual or special meeting of stockholders, as applicable, taking into account all factors it considers appropriate, which may include: each candidate’s ability, judgment and experience and the overall diversity and composition of the Board, as well as the requirements of any stockholders agreement then in effect that governs the composition requirements of the Board;

- Establish processes for identifying and evaluating nominees for directors to serve on the Board;
- Establish a process under which stockholders of the Corporation may recommend a candidate to the Committee for consideration for nomination as a director, and evaluate candidates recommended pursuant to such process on a substantially similar basis as the Committee considers other nominees;
- For so long as the Board is classified, recommend to the Board the classes on which such nominees should serve;
- If a vacancy on the Board or any Board committee occurs, identify and recommend to the Board qualified candidates to fill such vacancy;
- Review and recommend committee slates annually and recommend additional committee members to fill vacancies as needed, in each case subject to the bylaws;
- Develop and recommend to the full Board a set of corporate governance guidelines applicable to the Corporation that address, at a minimum, the following subjects: (i) director qualification standards, (ii) director responsibilities, (iii) director access to management and, as necessary and appropriate, independent advisors, (iv) director compensation, (v) director orientation and continuing education, (vi) management succession and (vii) the annual performance evaluation of the Board;
- Review the corporate governance guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary;
- Clearly articulate to each director what is expected, including reference to the Corporation's corporate governance guidelines and directors' basic duties and responsibilities with respect to attendance at Board meetings and advance review of meeting materials;
- Review the Corporation's practices and policies with respect to directors, including retirement policies, the size of the Board, the ratio of employee directors to non-employee directors, the meeting frequency of the Board and the structure of meetings of the Board and make recommendations to the Board with respect thereto;
- Evaluate and make recommendations to the Board regarding shareholder proposals that relate to corporate governance;
- Oversee the evaluation of the Board;
- Report its actions and any recommendations to the Board on a periodic basis; and
- Perform any other activities consistent with this Charter, the Corporation's bylaws and governing law or regulation, as the Board or the Committee deems necessary or appropriate.

5. Actions. In order to fulfill its role, the Committee shall be entitled to act in the following manner, in each case in accordance with the Corporation's certificate of incorporation and bylaws:

- Action may be taken by the Committee upon the affirmative vote of a majority of the members present at a meeting;
- A majority of the Committee members shall constitute a quorum. Subject to the bylaws, the Board may designate one or more directors as alternate members of the Committee, who may replace any absent or disqualified member at any meeting of the Committee. Subject to the bylaws, in the absence or disqualification of a member of the Committee, and in the absence of a designation by the Board of an alternate member to replace the absent or disqualified member, the member or members present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any absent or disqualified member, provided that such other member satisfies all applicable criteria for membership on the Committee.
- No action of the Committee shall be void or deemed to be without authority solely because of a failure of any member to meet the qualification requirements set forth in this Charter.
- Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing or by electronic transmission; and
- The Committee shall have the authority to delegate to subcommittees, comprised of one or more members of the Committee, any of the responsibilities of the full Committee and to officers of the Company such responsibilities of the full Committee as may be permitted by applicable laws, rules or regulations and in accordance with NYSE rules.

6. Authority and Resources. The Committee is authorized to conduct those activities necessary to fulfill its Committee responsibilities. In order to fulfill its role, the Committee shall have the sole authority to retain and terminate a search firm to assist in the identification of director candidates, and have the authority to approve the search firm's fees, to be payable by the Corporation, and other retention terms. The Committee shall also have the authority to retain legal, accounting or other experts that it determines to be necessary to carry out its duties at the expense of the Corporation.

7. Annual Performance Evaluation. The Committee shall perform a review and evaluation (at least annually) of the performance of the Committee, including review of the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess (at least annually) the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.