

TRANSUNION

COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

CHARTER

I. PURPOSE

The Compensation Committee (the “Committee”) shall provide assistance to the Board of Directors (the “Board”) of TransUnion (the “Company”) by fulfilling the Committee’s responsibilities and duties outlined in Section IV and Section V and as otherwise directed by the Board.

II. STRUCTURE AND OPERATIONS

Composition and Qualifications

The Committee shall be comprised of three or more members of the Board, each of whom is determined by the Board to be an “independent” director in accordance with the rules of the New York Stock Exchange and the TransUnion Corporate Governance Guidelines, and shall meet all other eligibility requirements of applicable laws.

Appointment and Removal

The members of the Committee shall be appointed by the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation, removal, disqualification or death. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

Chairperson

Unless a Chairperson is elected by the full Board, the members of the Committee shall designate a Chairperson by the majority vote of the full Committee membership. The Chairperson of the Committee will chair all regular sessions of the Committee and is responsible to set the agendas for Committee meetings. In the absence of the Chairperson of the Committee, the Committee shall select another member to preside.

Delegation to Subcommittees

The Committee may form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate

The Committee may delegate to one or more officers of the Company the authority to make grants and awards of cash or options or other equity securities to any non-Section 16 officer of the Company under the Company's incentive compensation plan or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plan; provided that such delegation is in compliance with the plan and the laws of the state of the Company's jurisdiction. In the event of such delegation, the delegated officer(s) shall report to the Committee the awards made since the prior meeting when and as requested by the Committee.

III. MEETINGS

The Committee shall meet at least two times annually, or more frequently as circumstances dictate. The Chairperson of the Board or any member of the Committee may call meetings of the Committee.

As part of its review and establishment of the performance criteria and compensation of designated key executives, the Committee should meet separately at least on an annual basis with the Chief Executive Officer (the "CEO"), the Company's principal human resources executive, and any other corporate officers it deems appropriate. However, the Committee should meet regularly without such officers present. The CEO may not be present during voting or deliberations with respect to determination of his or her compensation. All meetings of the Committee may be held telephonically. In addition, unless otherwise restricted by the Company's certificate of incorporation or bylaws, the Committee may act by unanimous written consent in lieu of a meeting.

All non-management directors who are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

A majority of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

IV. RESPONSIBILITIES AND DUTIES

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of business, legislative, regulatory, legal or other conditions or changes. The Committee shall also carry out any other related responsibilities and duties delegated to it by the Board from time to time.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and may, in its sole discretion, retain, obtain the advice of and terminate any compensation consultant, independent

legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of any compensation consultant, independent legal counsel or other adviser retained by the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, independent legal counsel or other adviser retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall undertake an independence assessment prior to selecting any compensation consultant, independent legal counsel or other advisers that will provide advice to the Committee taking into account such factors as may be required by the New York Stock Exchange from time to time and such other factors as the Committee shall deem necessary or advisable. The Committee shall evaluate, on at least an annual basis, whether any work provided by the Committee's compensation consultant raised any conflict of interest.

Setting Compensation for Executive Officers

1. Establish and review the overall compensation philosophy of the Company.
2. Review and approve corporate goals and objectives relevant to CEO and other executive officers' compensation, including annual performance objectives, if any.
3. Evaluate the performance of the CEO in light of such goals and objectives and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the annual salary, bonus, equity-based incentive and other benefits, direct and indirect, of the CEO.
4. Review and approve the annual salary, bonus, equity and equity-based incentives and other benefits, direct and indirect, of the other executive officers.
5. In connection with executive compensation programs:
 - (i) review and recommend to the full Board, or approve, new executive compensation programs;
 - (ii) review on a periodic basis the operations of the Company's executive compensation programs to determine whether they are effective in achieving their intended purpose(s); and
 - (iii) establish and periodically review policies for the administration of executive compensation programs.
6. Establish and periodically review policies in the area of senior management perquisites.
7. Discuss the results of the shareholder advisory vote on "say-on-pay," if any, with regard to the named executive officers.

8. Review and recommend to the full Board, or approve, any contracts or other transactions with current or former executive officers of the Company, including consulting arrangements, employment contracts and severance or termination arrangements.
9. Review and discuss with management, on at least an annual basis, management's assessment of whether risks arising from the Company's compensation policies and practices for all employees, including non-executive officers, are reasonably likely to have a material adverse effect on the Company.
10. Administer the Company's Policy for Recovery of Erroneously Awarded Compensation (the "Recoupment Policy"), including interpreting and making all determinations under the Recoupment Policy applicable to the Company's executive officers.

Monitoring Incentive and Equity-Based Compensation Plans

11. Review and approve, or recommend to the Board, the Company's incentive compensation plans and other equity-based plans that are subject to the approval of the Board, and oversee the activities of the individuals responsible for administering those plans.
12. Review and approve all equity compensation plans of the Company that are not otherwise subject to the approval of the Company's shareholders.
13. Review and recommend to the full Board, or approve, all equity-based awards, including pursuant to the Company's equity-based plans.
14. Review the Company's regulatory compliance with respect to compensation matters and, if applicable, take such actions as are reasonably necessary to preserve and maximize tax deductibility of the Company's compensation programs.
15. Monitor compliance by executives with the rules and guidelines of the Company's equity-based plans.
16. Review and monitor employee retirement, profit sharing and benefit plans. Setting

Compensation for Directors

17. Review and make recommendations to the Board with respect to the compensation to be received by the non-management directors for their service on the Board and its committees.
18. Review and make recommendations to the Board with respect to any other director compensation matters.

Continuity / Succession Planning Process

19. Oversee and approve the management continuity planning process. Review and encourage the adoption of programs that provide for the identification and development of executives and other critical talent with an emphasis on CEO and executive officer succession matters, and report periodically to the Board on succession planning.

Reports

20. Prepare the compensation committee report on executive officer compensation as required by the Securities and Exchange Commission (the “SEC”) to be included in the Company’s annual proxy statement or annual report on Form 10-K filed with the SEC.
21. Oversee the preparation of a Compensation Discussion and Analysis (“CD&A”) for inclusion in the Company’s annual proxy statement or annual report on Form 10-K, in accordance with the rules of the SEC. The Committee shall review and discuss the CD&A with management each year and, based on that review and discussion, determine whether or not to recommend to the Board that the CD&A be included in the Company’s annual proxy statement or annual report on Form 10-K, as applicable.
22. Review and make recommendations to the Board with respect to the frequency with which the Company will conduct “say-on-pay” votes, taking into account the results of the most recent stockholder advisory vote on frequency of “say-on-pay” votes, if any, and review and approve the proposals regarding the “say-on-pay” vote and the frequency of the “say-on-pay” vote to be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
23. Report regularly to the Board, generally at the next regularly scheduled Board meeting following each Committee meeting, on actions taken, significant matters reviewed by the Committee, and such other matters as are relevant to the Committee’s discharge of its responsibilities. The Committee shall provide such recommendations to the Board as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report.
24. Maintain minutes or other records of meetings and activities of the Committee.

V. ANNUAL PERFORMANCE EVALUATION

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing 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 appropriate. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.