TRANSUNION
AUDIT AND COMPLIANCE COMMITTEE OF THE BOARD OF DIRECTORS
CHARTER

I. PURPOSE

The Audit and Compliance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of TransUnion (the "Company") and is responsible, on behalf of the Board, for oversight and advice to the Board with respect to: (1) the quality and integrity of the Company's financial statements and its financial reporting and disclosure practices; (2) the soundness of the Company's system of internal controls regarding finance and accounting; (3) the independent auditor's qualifications, performance and independence; (4) the performance of the Company's internal audit function; (5) the Company's compliance with applicable legal and regulatory matters; (6) the Company's enterprise risk management framework; (7) compliance with the Company's Code of Business Conduct; and (8) compliance with the Company's Related Person Transaction Policy.

The Committee shall also prepare the audit committee report required by the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement.

In discharging its responsibilities, the Committee is not responsible for the planning or conduct of audits, establishing or maintaining disclosure controls or procedures, determining that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles ("GAAP") and applicable rules and regulations, or planning or conducting compliance assessments or reviews. The fundamental responsibility for the Company's financial statements and disclosures rests with management while the independent auditor is responsible for conducting the annual audit in accordance with the standards of the Public Company Accounting Oversight Board (the "PCAOB").

II. STRUCTURE AND OPERATIONS

<u>Composition and Qualifications</u>

The members of the Committee shall be appointed annually by the Board and may be removed from the Committee, with or without cause, by the Board at any time. The Committee shall be comprised of three or more members of the Board, each of whom shall be determined by the Board to be "independent" under the applicable rules of the New York Stock Exchange and Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

No member of the Committee may serve on the audit committee of more than three public companies, including the Company, unless the Board (i) determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee and (ii) discloses such determination either on or through the Company's website or in the Company's annual proxy statement.

All members of the Committee shall have a working familiarity with basic finance and accounting practices (or acquire such familiarity within a reasonable period after his or her appointment) and at least one member must be an "audit committee financial expert" as defined by the SEC. Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Company or by an outside consultant.

Chairperson

The Board shall also designate one member of the Committee as the Chairperson of the Committee (the "Chairperson"). The Chairperson will chair all regular sessions of the Committee and is responsible for setting the agendas for Committee meetings. In the absence of the Chairperson, the Committee shall select another member to preside.

Meetings

1. The Committee shall meet as often as it determines advisable in order to discharge its responsibilities, but in any event not less than four times each year. The Committee shall periodically meet separately with each of management, the independent auditor, the internal auditors and internal legal counsel to discuss any matters that the Committee or each of these groups believe would be appropriate to discuss privately. In addition, the Committee should meet with the independent auditor and management quarterly to review the Company's financial statements in a manner consistent with that outlined under *Financial Statements, Disclosure and Related Matters* below. A majority of the total number of Committee members shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of the Committee members present at which a quorum is present shall be the act of the Committee.

2. All directors who are not members of the Committee may attend and observe meetings of the Committee, and may participate in any discussion or deliberation if invited to do so by the Committee, but in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any persons it deems appropriate.

3. The Chairperson of the Board or any member of the Committee may call meetings of the Committee. Meetings of the Committee may be held telephonically or by video conference. 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.

Delegation to Subcommittees

The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more independent members of the Committee.

Performance Evaluation

At least annually, the Committee shall review and evaluate its performance, 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.

III. 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 responsibilities and duties delegated to it by the Board from time to time consistent with the Company's certificate of incorporation, bylaws, Corporate Governance Guidelines and all applicable laws and regulations.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate. In this regard, the Committee shall have the authority to engage and terminate independent counsel and other advisors, as it determines necessary or appropriate, to carry out its duties. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Company and any advisors that the Committee chooses to engage, 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 have full access to all books, records, facilities and personnel of the Company, including the authority to request any officer or employee of the Company to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

<u>Oversight of the Company's Relationship with the Independent Auditor</u>

1. The Committee shall be directly responsible for the appointment, compensation, retention, termination and oversight of the work of any independent auditor (including resolution of any disagreements between management and the independent auditor) and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report on the Company's consolidated financial statements or related work or performing other audit, review or attestation services for the Company, and the independent auditor and each such other registered public accounting firm is ultimately accountable to, and shall report directly to, the Committee.

2. The Committee shall review, at least annually, the qualifications, performance and independence of the independent auditor and present its conclusions with respect to the independent auditor to the full Board. In conducting its review and evaluation, the Committee should:

(a) obtain and review a report from the Company's independent auditor describing: (i) the firm's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, with respect to one or more independent audits carried out by such firm, and any steps taken to deal with any such issues; (iii) its assessment of the firm's independence; and (iv) all relationships between such firm and the Company;

(b) receive from the independent auditor such written disclosures and letters as required by applicable rules of the PCAOB or any other applicable rules regarding the independent auditor's communications with the Committee, and discuss with the independent auditor the firm's independence;

(c) review and evaluate the lead audit partner of the independent auditor;

(d) confirm and evaluate the rotation of the audit partners on the audit engagement team as required by law, and consider whether there should be regular rotation of the independent auditor; and

(e) take into account the opinions of management and the Company's internal auditors (or other personnel responsible for the internal audit function).

3. The Committee shall establish and maintain guidelines for the retention of the Company's independent auditor for any non-audit service and the fee for any such service, and shall pre-approve all audit and non-audit services (other than "prohibited non-audit services" as defined below) to be provided by the independent auditor, all in accordance with applicable law, regulations and rules. The Committee may delegate authority to one or more independent members to grant pre-approvals of audit and permitted non-audit services; provided that any such pre-approvals shall be presented to the full Committee at its next scheduled meeting.

The following shall be "prohibited non-audit services:" (i) bookkeeping or other services related to the accounting records or financial statements of the Company; (ii) financial information systems design and implementation; (iii) appraisal or valuation services, providing fairness opinions or preparing contribution-in-kind reports; (iv) actuarial services; (v) internal audit outsourcing services; (vi) management functions or human resources; (vii) broker or dealer, investment adviser or investment banking services; (viii) legal services and expert services unrelated to the audit; and (ix) any other service that the PCAOB prohibits through regulation.

Notwithstanding the foregoing, pre-approval is not necessary for minor non-audit services if: (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its independent auditor during the fiscal year in which the non-audit services are provided; (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services; and (iii) such services are promptly brought to the attention of the Committee and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Committee.

4. The Committee shall, at least on a quarterly basis, inquire from the independent auditor whether the Company's financial statements have been selected by the PCAOB for inspection. To the extent the Company has been selected, the Committee should discuss with the independent auditor any areas of the Company's financial statements, internal controls and the audits thereof that are under review and whether any concerns have been raised regarding the Company's financial statements, internal controls and the audits thereof. The Committee shall be apprised on a "real time" basis of any material developments in connection with this inspection.

5. The Committee shall obtain from the independent auditor assurance that Section 10A(b) of the Exchange Act has not been implicated.

6. Prior to the annual audit, the Committee shall review and discuss with the independent auditor, management and the Company's senior internal auditing executive the scope, plan and budget for the annual audit and quarterly reviews, including the adequacy of staffing and other factors that may affect the effectiveness of the audit or such quarterly review.

7. The Committee shall establish and maintain guidelines for the Company's hiring of former employees of the independent auditor, which shall meet the requirements of applicable law, regulations and rules. At a minimum, these policies must provide that any registered public accounting firm may not provide audit services to the Company if the Chief Executive Officer, Controller, Chief Financial Officer, Chief Accounting Officer or any person serving in an

equivalent capacity for the Company was employed by the registered public accounting firm and participated in any capacity in the audit of the Company during the one-year period preceding the date of the initiation of the audit.

Financial Statements, Disclosure and Related Matters

1. The Committee shall review and discuss with management and the independent auditor, prior to public dissemination, the Company's Annual Report on Form 10-K, including the Company's specific disclosures under "*Management's Discussion and Analysis of Financial Condition and Results of Operations*." The review shall include a discussion of management's and the independent auditor's judgment about the quality, not just acceptability, of accounting principles, the reasonableness of significant judgments, the clarity of the disclosures in the Company's financial statements and the adequacy and effectiveness of internal controls. The Committee shall also discuss the results of the annual audit and any other matters required to be communicated to the Committee by the independent auditor under generally accepted auditing standards, applicable law, regulations or rules, including matters required to be discussed by the applicable auditing standards adopted by the PCAOB. The Committee may discuss with the national office of the independent auditor issues on which it was consulted by the Company's audit team and matters of audit quality and consistency. Based on such review and discussion, the Committee shall make a determination whether to recommend to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K.

2. The Committee shall review and discuss with management and the independent auditor, prior to public dissemination, the quarterly financial information to be included in the Company's Quarterly Reports on Form 10-Q, including the Company's specific disclosures under "*Management's Discussion and Analysis of Financial Condition and Results of Operations*," and shall discuss any other matters required to be communicated to the Committee by the independent auditor under generally accepted auditing standards, applicable law, regulations or rules.

3. The Committee shall review and discuss with management the Company's earnings press releases (paying particular attention to the use of any "pro forma" or "adjusted" non-GAAP information and measures), as well as the types of financial information and earnings guidance provided to analysts and rating agencies. The Committee's discussion in this regard may be general in nature (i.e., discussion of the types of information to be disclosed and the type of presentation to be made) and need not take place in advance of each earnings release or each instance in which the Company may provide earnings guidance.

4. The Committee shall review and discuss with management and the independent auditor disclosures regarding the Company's internal control over financial reporting to be included in any financial statements to be published by the Company in accordance with a quarterly and annual certification process created to comply with the Sarbanes-Oxley Act, which shall include a review and discussion of any significant deficiencies in the design or operation of internal controls or material weaknesses therein, any actions taken in light of such significant deficiencies or material weaknesses, and any fraud (regardless of materiality) involving management or other employees who have a significant role in the Company's internal controls, as well as any significant changes in internal controls implemented by management during the most recent reporting period of the Company.

Financial Reporting Process

1. In consultation with the independent auditor, management and the internal auditors, the Committee shall review the integrity of the Company's financial reporting process. In connection therewith, the Committee must obtain and discuss with management and the independent auditor reports from management and the independent auditor regarding:

(a) the Company's significant accounting policies, principles and practices;

(b) the effect of new or proposed regulatory and accounting initiatives on the Company's financial statements or other public disclosures;

(c) analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including all alternative treatments of financial information within GAAP related to material items that have been discussed with the Company's management, the ramifications of the use of the alternative disclosures and treatments, and the treatment preferred by the independent auditor;

(d) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles;

(e) major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; and

(f) any other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.

2. The Committee should review periodically the effect of regulatory and accounting initiatives, as well as off-balance sheet structures (if any), on the Company's financial statements.

3. The Committee shall review with the independent auditor any problems or difficulties the independent auditor may have encountered in connection with the annual audit or otherwise, and any management letters provided or proposed to be provided to the Committee and the Company's responses. Such review shall address any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information, any disagreements with management regarding GAAP and other matters, material adjustments to the Company's financial statements recommended by the independent auditor and adjustments that were proposed and not made, regardless of materiality, and any communications between the audit team and the audit firm's national office with respect to auditing or accounting issues presented by the engagement.

Oversight of the Company's Internal Audit Function

The Committee shall, at least annually, review the structure, resources and performance of the Company's Internal Audit department, including the performance of the senior internal audit executive. In that regard, the Committee shall discuss with the Company's senior internal audit executive the overall scope, schedule and budget for the annual internal audit plan, including the adequacy of staffing and other factors that may affect the effectiveness and timeliness of the internal audits, which shall also be reviewed and discussed with the independent auditor. The

Committee shall also review the significant reports to management prepared by the internal auditing department and management's responses.

Responsibilities with Respect to Risk Management and the Company's Compliance Function

1. The Committee shall oversee management's efforts to foster a strong and sustainable culture within the Company regarding enterprise risk management and compliance with all applicable laws and regulations, including specific initiatives in support of the continued maintenance and enhancement of a strong and sustainable compliance culture.

2. The Committee shall discuss with management the Company's guidelines, policies and procedures with respect to the process of governing risk assessment and risk management, including those outlined in the Risk Taxonomy approved by the Company's Enterprise Risk Management Committee. The Committee shall review and discuss with management, on a quarterly basis, remediation plans for any categories in the Company's enterprise risk management framework for which management has determined that, after the application of appropriate mitigants, the level of residual risk does not fall within the Company's approved enterprise risk appetite.

3. The Committee shall periodically review with management, including the Chief Legal Officer and the Chief Risk and Compliance Officer, and the independent auditor, any correspondence with, or other action by, regulators or governmental agencies, and any employee complaints, submissions or published reports, that raise concerns regarding the Company's financial statements, accounting or auditing matters, or compliance with law or regulatory requirements, or the Company's Code of Business Conduct or other Company policies. The Committee shall also meet periodically with the Chief Legal Officer and the Chief Risk and Compliance Officer to discuss and assess the manner in which regulatory and legal requirements applicable to the Company are evaluated and addressed, and to review any legal or regulatory matters that may have a material impact on the Company's financial statements, including compliance with consumer financial laws.

4. The Committee shall discuss with management the Company's major financial, reporting and disclosure risk exposures and the steps management has taken to monitor and control such exposures.

5. The Committee shall, in coordination with the Technology Committee, review the Company's cybersecurity and other information technology risks, controls and procedures, and any specific cybersecurity issues that could affect the adequacy of the Company's internal controls. For the avoidance of doubt, the Technology Committee shall have primary oversight of the Company's information security and cybersecurity programs, technology architecture, information security controls, cyber resilience, third-party control risk and cybersecurity risk mitigation plans (collectively, the "Technology Matters"), except that the Committee shall, in addition to its obligations set forth in Section 2 above and this Section 5, have primary oversight of any Technology Matter to the extent such matter impacts the Company's financial reporting, disclosure obligations or internal controls.

Code of Business Conduct

The Committee shall oversee implementation of and compliance with the Company's Code of Business Conduct and any other related policy statements.

Complaint Procedures

The Committee shall review and approve procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters. The Committee shall also review and approve procedures for the confidential, anonymous submission by employees of the Company or other stakeholders of concerns regarding questionable accounting or auditing matters and violations of Company policy or legal, regulatory or auditing matters. The Committee shall review any complaints or employee submissions presented to the Committee by the internal audit department.

Related Party Transactions

The Committee shall review for approval or ratification any transactions, arrangements or relationships that are required to be disclosed pursuant to Item 404(a) of Regulation S-K in accordance with the Company's Related Person Transactions Policy.

Reporting

The Committee shall make regular reports to the Board, generally at the next regularly scheduled Board meeting following each Committee meeting and as otherwise requested by the Chairperson of the Board, including reporting with respect to:

(a) any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the qualification, performance and independence of the Company's independent auditor or the performance of the internal audit function;

(b) actions taken and significant matters reviewed by the Committee; and

(c) such other matters as are relevant to the Committee's discharge of its responsibilities.

The report to the Board may take the form of an oral or written report by the Chairperson or any other member of the Committee designated by the Committee to make such report.