

**Charter of the Audit Committee  
of the Board of Directors  
of  
IQVIA Holdings Inc.  
(November 1, 2018)**

1. Purpose. The purpose of the Audit Committee (the “Committee”) of the Board of Directors (“Board”) of IQVIA Holdings Inc. (the “Corporation”) shall be to (a) appoint, oversee and replace, if necessary, the independent auditor, (b) assist the Board in fulfilling its oversight responsibilities relating to: (i) the integrity of the Corporation’s financial statements, (ii) the Corporation’s compliance with legal and regulatory requirements, (iii) the independent auditor’s qualifications and independence, (iv) the performance of the Corporation’s internal audit function and the independent auditor, and (v) the performance of the Corporation’s compliance and ethics program (c) prepare the report required to be prepared by the Committee pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”) for inclusion in the Corporation’s annual proxy statement, (d) approve or ratify related party transactions, and (e) fulfill such other responsibilities as may be required of the Committee under applicable laws or regulations. In fulfilling its purpose, the Committee shall review: (x) the financial reports and other financial information of the Corporation, (y) the adequacy of the Corporation’s systems of internal controls and procedures and disclosure controls and procedures, and (z) the adequacy of the Corporation’s auditing, accounting and financial reporting processes generally.

2. Composition. Subject to the bylaws, the Committee shall consist of at least three directors appointed to the Committee by the Board on the recommendation of the Nominating and Governance Committee. The Board shall designate one member of the Committee as the Chairperson. Subject to the bylaws, Committee members may be removed by the Board in its discretion, and any vacancy on the Committee shall be filled by the Board at the next meeting of the Board 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 Securities Exchange Act of 1934 (the “Exchange Act”) and the New York Stock Exchange (the “NYSE”), as such requirements are interpreted by the Board in its business judgment, and the Board shall annually review the Committee’s compliance with such requirements. Members of the Committee shall be “financially literate,” and at least one member of the Committee shall qualify as an “audit committee financial expert” as defined by SEC regulations. Determinations of independence, audit committee financial expertise, financial literacy and accounting or related financial management expertise shall be made by the Board as the Board interprets such qualifications in its business judgment and in accordance with applicable law and SEC and NYSE rules, regulations and standards. No member of the Committee shall have participated in the preparation of the financial statements of the Corporation or any of its subsidiaries at any time during the past three years. If a Committee member or proposed Committee member simultaneously serves on the audit committees of more than three public companies, the Board must determine that such simultaneous service would not impair the ability of such member to effectively serve on the Committee.

3. Meetings. The Committee shall meet once every fiscal quarter or more frequently as it shall determine is necessary to carry out its duties and responsibilities, 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. It shall meet separately, at least quarterly, with management, ,

with the internal auditors (or other personnel responsible for the internal audit function), and with the independent auditor to discuss results of examinations, or discuss any matters that the Committee or any of these persons or firms believe should be discussed privately. 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. 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. The function of the Committee is oversight. While the Committee has the responsibilities set forth in this Charter, it is not the responsibility of the Committee or its members (i) to plan or conduct audits, (ii) to determine that the Corporation's financial statements are complete and accurate and are in accordance with generally accepted accounting principles ("GAAP"), (iii) to design and implement internal controls and procedures and disclosure controls and procedures, (iv) to conduct other types of auditing or accounting reviews or procedures or (v) to assure compliance with laws, regulations or any internal rules or policies of the Corporation. Except as provided in the following sentence, that is the responsibility of management. The independent auditor is responsible for performing independent audits of the Corporation's consolidated financial statements in accordance with generally accepted auditing standards and for issuing reports thereon. The Committee has direct and sole responsibility for the appointment, compensation, retention, oversight and replacement, if necessary, of the independent auditor, including the resolution of disagreements between management and the independent auditor regarding financial reporting, and any other registered public accounting firm with respect to which the Committee is required to have such responsibility. Each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Corporation from whom it receives information, and (ii) the accuracy of the financial and other information provided to the Committee by such persons or organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board).

5. Duties and Proceedings. The Committee shall assist the Board in fulfilling its oversight responsibilities by accomplishing the following:

### Oversight of the Independent Auditor

- Annually evaluate, determine the selection of, and if necessary, determine the replacement of or rotation of, the independent auditor, the lead audit partner and any other active audit engagement team.
- Review and evaluate the qualifications, performance and independence of the lead partner of the independent auditor.
- Review and approve in advance the Corporation's independent auditors' annual engagement letter, including the proposed fees contained therein, as well as approve or pre-approve all auditing services (including comfort letters and statutory audits) and, as provided in the Exchange Act and the rules and regulations promulgated by the SEC thereunder, all permitted non-audit services by the independent auditor. By this Charter, the Committee hereby delegates to each of its members, acting singly, the authority to pre-approve any audit services if the need for consideration of a pre-approval request arises between regularly scheduled meetings. Any such approvals shall be presented to the Committee at its next scheduled meeting or as soon thereafter as is practicable.
- Review, evaluate and discuss formal reports, at least annually, from the independent auditor regarding the auditor's independence, including a delineation of all relationships between the auditor and the Corporation; and present its conclusions to the Board with respect to the independence of the auditor.
- Establish hiring policies for employees or former employees of the independent auditors.
- At least annually, obtain and review a report, orally or in writing, from the independent auditor describing: the firm's internal quality-control procedures; 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, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (to assess the auditor's independence) all relationships between the independent auditor and the Corporation.
- Obtain from the Corporation's independent auditors assurance that the audit was conducted in a manner consistent with Section 10A of the Exchange Act and the rules and regulations promulgated by the SEC thereunder, which sets forth certain procedures to be followed in any audit of financial statements required under the Exchange Act.

### Oversight of Audit Process; Legal Compliance Relating to Financial Management & Reporting

- Review and concur in the appointment or dismissal of the director of internal audit.
- Review with internal auditors and the independent auditor the overall scope and plans for audits, including authority and organizational reporting lines and adequacy of staffing and compensation, and monitor the progress and results of such plans during the year.
- Review with internal auditors and the independent auditor any audit problems or difficulties, including any restrictions on the scope of the independent auditor's activities or on access to requested information and any significant disagreements with management, and management's response to such problems or difficulties.
- Review and discuss with management, internal auditors and the independent auditor the Corporation's system of internal control, its financial and critical accounting policies and practices, policies relating to risk assessment and management, and such other accounting policies of the Corporation as are deemed appropriate for review by the Committee prior to any interim or year-end filings with the SEC or other regulatory body.

- Receive and review reports of the independent auditor discussing (i) all critical accounting policies and practices used in the preparation of the Corporation's financial statements, (ii) all alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor, and (iii) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
- Review major issues regarding accounting principles and financial statement presentations, including any significant changes in the Corporation's selection or application of accounting principles, and major issues as to the adequacy of the Corporation's internal controls and any special audit steps adopted in light of material control deficiencies;
- Discuss with management and the independent auditor any changes in the Corporation's critical accounting principles and the effects of alternative GAAP methods, off-balance sheet structures and regulatory and accounting initiatives, on the financial statements of the Corporation.
- Review and discuss with management and the independent auditor the annual and quarterly financial statements, including the Corporation's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operation," of the Corporation, and any major issues related thereto, prior to the filing of the Corporation's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. Discuss results of the annual audit and quarterly reviews and any other matters required to be communicated to the committee by the independent auditor under generally accepted auditing standards, including Auditing Standard No. 16.
- Review and discuss, or establish standards for the type of information and the type of presentation of such information to be included in, earnings press releases (paying particular attention to the use of "pro forma" or "adjusted" non-GAAP information) and earnings guidance provided to analysts and rating agencies.
- Periodically review with the Corporation's in-house counsel, and outside counsel when appropriate, legal and regulatory matters, including any matters that may have a material impact on the Corporation's financial statements and accounting matters.
- Receive from the Corporation's Chief Executive Officer and Chief Financial Officer a report in accordance with the periodic report certification requirements imposed by the rules and regulations promulgated by the SEC of (i) all significant deficiencies and material weaknesses in the design or operation of internal controls, (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Corporation's internal controls and (iii) any significant changes in internal controls or in other factors that could significantly affect internal controls, including any corrective actions with regard to significant deficiencies and material weaknesses, and review such report with the independent auditors.
- Establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submissions by employees of concerns regarding questionable accounting or accounting matters.

### Compliance and Ethics Program

- Review the implementation and effectiveness of the Corporation's compliance and ethics program, and report to the Board such changes as the Committee deems necessary.
- Review the Corporation's Codes of Conduct and Ethics and recommend to the Board such changes as the Committee deems necessary.
- Communicate with and be accessible to the General Counsel or Chief Compliance Officer regarding compliance related activities of the Corporation. This shall include receipt of periodic reports regarding such activities and special reports on any critical ethical issues affecting the Corporation.

### Other Responsibilities

- Prepare the report for inclusion in the Corporation's annual proxy statement as required by the rules of the SEC.
- Review and approve all related party transactions, which are defined as those transactions required to be disclosed pursuant to Item 404 of Regulation S-K, corporate opportunity transactions presented to the Corporation and any other transaction for which Corporation approval is required pursuant to law, regulations or listing standards applicable to the Corporation;
- Conduct or authorize investigations into any activity of the Corporation that the Committee deems necessary or appropriate, with full access to all books, records, facilities and personnel of the Corporation.
- Report its actions and any recommendations to the Board on a periodic basis.
- Perform any other activities consistent with the Corporation's certificate of incorporation and bylaws and applicable law or regulation as the Board or the Committee deem appropriate, including holding meetings with the Corporation's investment bankers and financial analysts and to retain independent experts as set forth in Section 7 of this Charter.

6. Actions. In order to fulfill its role, the Committee shall be entitled to act in the following manner, to the fullest extent permitted under the Delaware General Corporation Law and 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.
- Any two Committee members shall constitute a quorum. 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, provided that such other member satisfies all applicable criteria for membership on the Committee. 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 Corporation such responsibilities of the full Committee as may be permitted by applicable laws, rules or regulations and in accordance with NYSE listing rules.

7. Authority and Resources of the Committee. In performing its duties and responsibilities, the Committee shall have full access to any relevant records of the Corporation, and shall be entitled to rely on the advice, reports and opinions of management, counsel, accountants, the internal audit service providers, independent auditors and other experts and advisors. The Committee has the authority to retain independent legal, accounting or other experts that it determines to be necessary to carry out its duties. It also has authority to determine compensation for such advisors as well as for the independent auditor, the cost of such independent expert advisors and the independent auditors to be borne by the Corporation.

8. Annual Performance Evaluation. The Committee shall perform a review and evaluation (at least annually) of the performance of the Committee. 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.