

Audit Committee Charter

The Board of Directors (the “Board”) of Conduent Incorporated (the “Company”) recognizes and embraces the importance of: (1) providing shareholders with accurate and timely reporting of financial and related information, (2) recognizing risk, and (3) operating and behaving ethically. To further those objectives, it has formed the Audit Committee (the “Committee”) with the purpose, composition, authority, duties and responsibilities, as follows:

Purpose

The purpose of the Committee is to report to and assist the Board by overseeing the Company’s accounting and financial reporting processes and the audit of the Company’s financial statements, as well as reviewing the Company’s cash position, capital structure and strategies, financing strategies, insurance coverage, dividend policy, and such other matters as directed by the Board or this charter.

The Committee’s function is one of oversight. The Company’s management is responsible for preparing the Company’s financial statements and, along with the internal auditors, for developing and maintaining systems of internal accounting and financial controls, while the Company’s independent auditors (the “Auditors”) will assist the Committee and the Board in fulfilling their responsibilities for their review of these financial statements and internal controls. The Committee expects the Auditors to call to the Committee’s attention any accounting, auditing, internal accounting control, regulatory or other related matters that they believe warrant consideration or action. The Committee recognizes that the financial management and the internal and external auditors have more time, knowledge and more detailed information about the Company than do Committee members. Consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company’s financial statements or internal controls or any professional certification as to the Auditors’ work.

Committee Composition

The members of the Committee shall be appointed by the Board. The Committee will be composed of not less than three Board members. Each member of the Committee shall be “independent” in accordance with requirements of the Nasdaq Global Stock Market (“Nasdaq”) and the rules and regulations of the Securities and Exchange Commission (“SEC”), including the more rigorous SEC independence requirements for audit committee members set forth in Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the “Act”), as determined by the Board in its business judgment. Each member shall be able to read and understand fundamental financial statements, in accordance with Nasdaq audit committee requirements, and at least one member will have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background that leads to financial sophistication, including a current or past position as a principal financial officer or other senior officer with financial oversight responsibilities, and will otherwise qualify as an “audit committee financial expert” as defined by applicable SEC rules. No member of the Committee can have participated in the preparation of the Company’s or any of its subsidiaries’ financial statements at any time during the past three years. Additionally, members of the Committee may not accept any consulting, advisory or other compensatory fee from the Company (other than in their capacity as a member of the Board or one or more of the Board’s committees) and may not be affiliated persons of the Company or its subsidiaries. No Committee member will simultaneously serve on the audit committees of more than two other public companies.

The Chairperson of the Committee shall be designated by the Board. Members of the Committee shall serve until their successors are duly elected and qualified or their earlier

resignation or removal. The Board may replace any member of the Committee.

Committee Meetings

The Committee shall meet in person or telephonically, at least four times per year, at such times and places as determined by the Chairperson of the Committee. The Committee shall meet with management, members of the Company's internal audit department and representatives of the Auditors, at least quarterly, to review the Company's financial information and other relevant matters. The Committee shall meet in executive session without the presence of any members of management as often as it deems appropriate. The Committee shall maintain written minutes of its meetings, which will be filed with the meeting minutes of the Board.

Authority and Resources

The Committee shall have full access to all relevant records and personnel of the Company and may request any other Board members, officer or employee of the Company, the Company's outside counsel or any Advisor (as defined below) to attend a Committee meeting. The Committee may delegate any of its responsibilities to such person or persons, including officers or employees of the Company or any of its Committee members, except to the extent otherwise prohibited by applicable law or the rules and regulations of the SEC or Nasdaq. The Committee shall have the power to conduct or authorize investigations into any matters within the Committee's scope of responsibilities. The Committee has the right, in its sole discretion, to retain or obtain advice, reports or opinions from such internal and external counsel and other experts and advisors (each, an "Advisor") as it deems necessary or appropriate to assist it in the full performance of its duties and responsibilities. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisor retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to the Auditors and any Advisor retained by the Committee, as well as for any ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Notwithstanding anything else contained in this charter to the contrary, the Committee shall not be empowered to approve matters that applicable law, the Company's Amended and Restated charter or the Company's Amended and Restated By-Laws require to be approved by a vote of the full Board.

Duties and Responsibilities

The Committee shall undertake the following activities in carrying out its oversight responsibilities:

External and Internal Audit Responsibilities

1. The Committee shall have the sole authority to directly appoint, retain, compensate, evaluate and, where appropriate, replace the Auditors (subject, if appropriate, to ratification by a vote of the shareholders of the Company) and any other registered public accounting firm engaged for the purpose of issuing an audit report or performing other audit, review or attest services for the Company. The Auditors shall report directly to the Committee. The Committee shall be directly responsible for oversight of the Auditors.
2. Review and pre-approve all the audit services to be performed, including the Auditors' engagement letter for the annual audit of the Company in accordance with the standards of the Public Company Accounting Oversight Board (United States) (the "PCAOB") and the proposed fees in connection with such audit services. Any

additional services that management chooses to hire the Auditors to perform must be approved individually by the Committee prior to the Auditors' engagement. The authority for such pre-approval may be delegated to one or more members of the Committee; the decisions of any member to whom pre-approval authority is delegated shall be presented to the full Committee at the next Committee meeting. Additionally, the Committee can establish pre-approval policies and procedures with respect to the engagement of the Auditors or other registered accountants for non-audit services. Such policies and procedures would allow management to engage the Auditors for non-audit services, provided the pre-approval policies and procedures are detailed as to the particular service and the Committee is informed of each service and such policies and procedures do not include delegation of the Committee's responsibilities under the Act to management.

3. Examine and make recommendations, if any, with respect to the audit scope, plans for (including staffing and budgeting), and the results of, the annual audit conducted by the Auditors.
4. Receive and review periodic written reports from the Auditors regarding the Auditors' independence and discuss such reports with the Auditors. Ensure that the Auditors submit to the Committee on an annual basis a written statement (consistent with the applicable requirements of the PCAOB) delineating all relationships and services between the Auditors and the Company. The Committee shall review and discuss with the Auditors these reports and any relationships or services that may impact the objectivity and independence of the Auditors and take appropriate action in response to the Auditors' reports to satisfy itself of the Auditors' independence.
5. Annually, obtain and review a report by the Auditors describing (a) their internal quality-control procedures and (b) any material issues raised by the most recent internal quality-control review, peer review or PCAOB review, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, with respect to any independent audit carried out by the firm and any steps taken to resolve any issues raised in the above reviews, inquiries or investigations. The Committee shall present its findings from this report to the Board.
6. The Committee shall ensure that the lead audit partner is rotated at least every five years to the extent required by the Act and shall consider whether there should be regular rotation of the Auditors.
7. The Committee shall establish clear policies with respect to the hiring of employees or former employees of the Auditors who were engaged on the Company's account. The Committee shall ensure that none of the individuals serving in the positions of chief executive officer, chief financial officer, corporate controller, chief accounting officer, or any person serving in an equivalent position participated in any capacity in the audit of the Company as an employee of the Auditors during the 1-year period preceding the date of initiation of any audit being performed by the Auditors or the period between the previous year's filed Form 10-K and the initiation of the current audit, whichever is longer.
8. Review and discuss with the Auditors (a) all critical accounting policies and practices to be used in the Company's audit, (b) all alternative accounting treatments of financial information within generally accepted accounting principles that have been discussed with management, the ramifications of using such alternative disclosures and treatments and the Auditors' preferences, and (c) all material written communications between the Auditors and management, including management's representation letters to the Auditors.

9. Review and discuss with the Auditors any matters appropriate or required to be discussed under applicable accounting and auditing professional standards or applicable regulations, including auditing standards adopted by the PCAOB. These discussions shall include, but not be limited to, the Auditors' judgments about the quality, appropriateness, and acceptability of the Company's accounting principles and financial disclosure practices, as applied in its financial reporting, the completeness and accuracy of the Company's financial statements, and the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties.
10. Review the activities, qualifications, adequacy of resources, performance and effectiveness of the Global Head of Internal Audit and of the internal audit organization, and approve decisions regarding the appointment, remuneration, replacement, reassignment, or dismissal of the Global Head of Internal Audit who shall report to the Committee on a functional basis and to the CFO or the CFO's designee on an administrative basis.
11. At least annually, review and approve the internal audit scope and internal audit plan, and make recommendations regarding the progress made with respect to executing the approved internal audit plan as well as any modifications made to the plan during the year.
12. At least annually review the internal audit charter and approve any changes to that charter.
13. Review with the Auditors and the internal auditors any audit problems or difficulties and disagreements with management encountered in the course of the audit, management's response thereto and the related effects on audit scope and procedures. The Committee is responsible for resolving any disagreements between management and the Auditors or internal auditors regarding financial reporting.
14. Examine and review with the Auditors, the Global Head of Internal Audit and internal auditors and the Company's chief financial and accounting officers the findings, comments, and recommendations contained in the Auditors', and the internal auditors', summary audit reports, as presented to the Committee, and management's response to those reports, and advise the Board with respect thereto.

System of Internal Controls

15. Review with management, the Auditors and the internal auditors the quality and adequacy of internal controls that could significantly affect the Company's financial statements and related public filings and disclosures and the disclosure controls and procedures designed to ensure compliance with applicable laws and regulations. Where weaknesses exist, timely oversee and review internal controls necessary to remedy those weaknesses.
16. Review and make recommendations to the Board concerning the Company's policies and disclosures with regard to affiliate transactions which could have an impact on the Company's financial results or internal controls of financial reporting.
17. Review the procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters.

Additionally, review the procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

18. At least quarterly, the Committee shall meet with management, the internal auditors and the Auditors in separate executive sessions.

Risk Disclosure Oversight

19. For purposes of ensuring sufficient disclosures concerning material risks, discuss with the Risk Oversight Committee, appropriate members of management and the Auditors the Company's major financial risk exposures, including financial, operational, compliance, strategic, privacy, cybersecurity, business continuity, third party risks, legal and regulatory risks, any emerging risks, the Company's policies with respect to risk assessment and risk management, and the steps management has taken to monitor and control these exposures. Without limiting the generality of the foregoing, the Committee shall meet at least quarterly with management regarding the strategy for monitoring and maintaining information security.
20. Receive at least quarterly reports from the Chief Risk Officer regarding compliance with public reporting requirements, internal risk assessment and internal reporting, and applicable laws and regulations, including those relating to public disclosures about the Company's business affairs, financial reporting and risk exposure.

The Committee recognizes the potential overlap with the Risk Oversight Committee over risk oversight and other certain matters subject to the purview of both committees; to the extent a topic is covered by the Risk Oversight Committee at a meeting where all members of the Committee are present at such meeting, the Committee shall have the option to cover such topic in a read-only fashion.

Financial Reporting Process and Financial Statements

21. Discuss with management and the Auditors the quality and adequacy of the Company's disclosure controls and procedures, and review disclosures made by the Company's principal executive officer and principal financial officer in the Company's periodic reports filed with the SEC regarding compliance with their certification obligations.
22. Prior to each quarterly earnings release, the Committee shall discuss with management and the Auditors the earnings press release, financial information and earnings guidance to be provided to investors, analysts or rating agencies. The Committee members shall also either listen to or review transcripts of any earnings teleconferences.
23. Discuss with management the Company's policies with respect to the types of information and type of presentation to be used in earnings releases and in providing financial information and earnings guidance to the public.
24. Meet to review and discuss with management and the Auditors the Company's annual audited financial statements, and related footnotes, and quarterly unaudited financial statements, including the disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to filing the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, respectively, with the SEC. Discuss any changes in accounting policies and practices, financial reporting practices and significant reporting issues, critical accounting policies and significant estimates and judgments made in connection with the preparation of such audited financial

statements.

25. Review with management and the Auditors the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, that may have a material impact on the Company's financial statements.
26. Review with, and make a recommendation to, the Board with respect to the inclusion of the audited financial statements, including the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations", in the Company's Annual Report to Shareholders and in the Company's Form 10-K to be filed with the SEC.
27. Prepare the report from the Audit Committee required by the rules of the SEC to be included in the Company's annual proxy statement.
28. Obtain input from management representatives, including a representative from the Disclosure Committee and the Chief Risk Officer, as necessary, to review the accuracy of public disclosures, including with respect to: (i) the Company's internal controls over IT systems; (ii) accounting policies; (iii) operations, enterprise risks and compliance matters that may have a material impact on the Company's operational performance, financial health, balance of risk, stability, and liquidity; and (iv) any other material matters required to be disclosed under state and federal securities laws and regulations.

Compliance with Laws and Regulations

29. Review with the Company's General Counsel legal matters that may have a material impact on the financial statements, the Company's compliance policies and any material reports or inquiries received from regulators or government agencies.

Compliance with the Company's Ethics Programs

30. For purposes of ensuring sufficient disclosures regarding material risks, receive and review a report at least annually from the Risk Oversight Committee and the Company's Global Head of Ethics concerning the implementation and effectiveness of the Company's compliance and ethics program, including the process for monitoring compliance with the ethics codes. The Company's Global Head of Ethics shall have the authority to communicate personally to representatives of both the Audit Committee and the Risk Oversight Committee promptly on any matter involving criminal conduct or potential criminal conduct that poses a substantial risk to the Company.
31. Review procedures for reviewing, granting and, to the extent required by law, regulation or Nasdaq listing standards, promptly disclosing any waivers of the ethics codes for directors and executive officers.

Financial Responsibilities

32. Review the Company's cash position, capital structure, status of credit ratings and strategies, financing strategies and insurance coverage and report to the full Board with respect thereto as appropriate.
33. Review and make recommendations to the full Board as appropriate with respect to dividends.

34. Review and make recommendations to the management and full Board as appropriate regarding any capital allocation initiatives.
35. Review a report regarding the adequacy of the funding of the Company's funded retirement plans and welfare benefits plans (other than those plans maintained pursuant to a collective agreement that names the Joint Administrative Board as the governing plan fiduciary) in terms of the Company's corporate purposes.
36. Approve, at least annually, whether the Company and its subsidiaries shall enter into swap and security-based swap transactions that are not cleared with a Commodity Exchange Act registered clearing organization in reliance on the exemptions provided under the Dodd-Frank Wall Street Reform and Consumer Protection Act and rules and regulations thereunder.
37. Review the Company's policy on derivatives.

Other Responsibilities

38. Annually review and reassess the adequacy of, and compliance with, the Committee's charter, including the Committee's purpose, structure, processes, membership requirements and responsibilities as herein set forth, and recommend any proposed changes to the Board for approval.
39. The Committee shall perform an annual self-evaluation of its performance and submit that evaluation to the Board for review and discussion.
40. The Chairperson of the Committee shall report to the Board at each meeting of the Board the deliberations, actions and recommendations of the Committee since the last Board meeting and such other matters as the Board shall from time to time specify.
41. Perform such other functions as may be required by law, the rules and regulations of the SEC or Nasdaq or the Board.

The Committee recognizes the potential overlap with the Risk Oversight Committee with respect to the foregoing; to the extent a topic is covered by the Risk Oversight Committee at a meeting where all members of the Committee are present at such meeting, such review will satisfy the responsibilities set forth herein.