

Conduent Code of Business Conduct

Doing Business Ethically and with Integrity

A Message From Cliff Skelton



At Conduent, we touch millions of lives every day as we deliver mission-critical services and solutions on behalf of businesses and governments. The quality of our solutions and services reflects our commitment to the highest standards of ethical business conduct. We are committed to conducting our operations responsibly and in compliance with laws and regulations.

The Conduent Code of Business Conduct, together with our core values, serves as a guide to sound decision-making and responsible outcomes.

Our success as a company depends on our collective and unwavering commitment to our Code of Business Conduct and core values.

If you have questions about proper ethical conduct, talk with your manager. If you suspect a violation of our Code of Business Conduct, report your concern immediately to the Conduent Ethics and Compliance Helpline at www.conduent.com/ethicshelpline. Every report to our Ethics and Compliance Helpline is taken seriously and handled in a confidential manner. At Conduent, we do not tolerate any form of retaliation against any associate who, in good faith, reports or participates in the investigation of a suspected violation of our Code.

Simply put, we must always do the right thing.

Cliff Skelton

**President and Chief Executive Officer
Conduent, Inc.**

Conduent's Core Values

Conduent's six core values are among the most important contributors to our success as a company. They are central to everything we do, they represent the beliefs we hold as an organization, and they are foundational to our Code of Business Conduct — shaping our every business decision and relationship.

Drive client success.

Our clients are at the center of everything we do.

We are committed to delivering exceptional outcomes to our clients and their end users. We believe every interaction and every touchpoint is an opportunity to delight and demonstrate value.

Deliver with quality and personal accountability.

We strive to deliver the highest quality in every aspect of our business – from how we handle a customer call for service to transitioning to a new data center. Whether it's for an external client or an internal business partner, we deliver with quality, while also taking personal accountability, to ensure we're the best we can be.

Be open and inclusive.

We believe good ideas can come from anywhere and diverse perspectives contribute to better decisions and outcomes for our associates, clients and communities. Combined with a safe and inclusive environment and opportunities to grow, we strive to make Conduent a great place to work for all associates.

Communicate with purpose.

Proactive and effective two-way communication is essential to build trust,

resilience and clarity around our company's goals and objectives. Our communications are candid, timely and transparent, enabling us to mitigate risk and plan ahead.

Be a good teammate.

Teamwork and collaboration are the hallmarks of our culture.

We support each other across business groups and functions, collaborate to solve problems, and lead with honesty and respect. We put the team first, ensuring that we all win together.

Be Conduent proud and act with humility.

We are proud of our work and our company, yet always respectful and humble. We strive to constantly grow and learn by openly reflecting on our own performance first. We actively listen to feedback from all stakeholders to improve our services and our organization.

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Code of Business Conduct

Purpose and Scope of Code

The purpose of this Code of Business Conduct (Code) is to ensure that all Company business is conducted with the highest standards of integrity and in compliance with all applicable laws and regulations. This Code is designed to help you align your actions and decisions with our operating principles and business ethics policies, which extend beyond mere compliance and include conduct impacting the Company's reputation, workplace, and stakeholders. It is intended to help you recognize ethics and compliance issues before they arise and to deal appropriately with issues that occur. It is much more than words written on paper. It embodies the guiding principles and sets the tone for how we do business every day.

The Code applies to all Conduent employees and those who do business on Conduent's behalf, including agents, representatives and independent contractors. Our policies and procedures provide more detailed information on how we do business legally and with integrity. It is important that you take the time to become familiar with the policies and procedures that affect you because you will be held responsible for knowing the Company policies that apply to your job and the work that you perform. The Company enforces compliance with this Code and all Company policies and procedures through appropriate disciplinary action, up to and including termination of employment and legal action. If you have any questions about your obligations under our Code or about our policy or legal obligations, you should seek guidance from your local management, Human Resources, the Legal Department and/or the Ethics and Compliance Office.

We are a global company and must conduct all our business activities in compliance with our Code, policies, standards, guidelines and procedures as well as with the laws and regulations of the countries where we do business. Our Code is designed to meet or exceed existing legal and compliance requirements. If legal and compliance requirements are found to be less than what is required by our Code and our policies, you should always take the higher ground and follow our Code and our policies. If following our Code or compliance requirements conflicts with local laws and regulations, please contact the Ethics and Compliance Office by filing a report with the Conduent Ethics and Compliance Helpline.

Principles Guiding Our Business Decisions

The principles included in the Code address two main areas - compliance and ethical conduct. Compliance means following applicable laws, regulations, and Company policies that govern our business worldwide.

Ethical behavior is harder to define. In essence, it means performing your job in a responsible way, conducting yourself properly, and using common sense. Qualities like honesty, trustworthiness, integrity, dependability, respect, and citizenship are the hallmarks of ethical behavior. These qualities, along with compliance with applicable law, form the framework for conducting Conduent's business around the globe.

This Code provides guideposts for employee conduct aligned with the principles of compliance and ethical conduct.

These principles are intended to guide the way we operate and make business decisions every day. The Code is not intended to be a compilation of policies or an exhaustive list of legal and compliance requirements. Use your common sense, take the high road, and don't be afraid to seek our guidance if you are not sure what action you should take. If you are uncertain whether an activity could be a violation of the Code, you should consult your supervisor. Alternatively, the Ethics and Compliance Helpline, (844) 330-0221, is always available for you to ask questions or raise concerns.

Expectations for Compliance

We each have an individual responsibility to live up to the highest ethical standards of business conduct. Failure to live up to our values and compliance standards will result in disciplinary action, which could include termination.

Managers and Supervisors

Conduent managers and supervisors have a special duty to foster a culture of integrity and compliance and are expected to exemplify the highest standards of ethical business conduct.

It is imperative that managers and supervisors serve as role models for integrity and compliance in all of their interactions. Managers and supervisors should assist their direct reports in understanding applicable laws and Company requirements and cultivate an environment where employees feel comfortable raising questions and concerns without fear of retaliation. When ethical concerns are raised to them, managers and supervisors are obligated to respond to such concerns in a professional and timely manner and report matters to the Ethics and Compliance Office as required by this Code.

Managers and supervisors should also focus on building a culture of integrity and compliance through their hiring and promotion decisions. Ethical character and behavior should be a key consideration in hiring and promotion decisions. Promotions are a privilege that is only extended to those who exemplify Conduent behaviors and values in a manner consistent with this Code.

Directors and Finance Personnel

Members of our Board of Directors are subject to a separate Board of Director's Code of Conduct, which creates additional obligations based on their responsibilities as Board members. Similarly, our financial personnel are subject to a separate Conduent Finance Code of Conduct.



Reporting a Concern and Obtaining Guidance

Ethical breaches and non-compliance must be reported promptly. You should only report concerns or suspected violations if you are doing so in good faith. Abuse of the Ethics and Compliance Helpline or another reporting process to intentionally harass someone or to knowingly provide false information will not be tolerated. We offer a variety of channels for employees, suppliers and customers to receive guidance regarding ethics and compliance issues and to report suspected ethical violations. These channels include the Ethics and Compliance Helpline, Internet reporting and mailing address:

Conduent Global Ethics and Compliance Helpline Web Reporting Tool:
www.conduent.com/ethicshelpline

United States and Canada
Conduent Ethics and Compliance Helpline:
844-330-0221

All other countries:
Please check www.conduent.com/ethics for the most current list of country dialing options.

Mailing Address:
Conduent Incorporated Business Ethics & Compliance Office 100 Campus Drive, Suite 200
Florham Park, NJ 07932 U.S.A.

The Ethics and Compliance Helpline is available globally 24 hours a day, 7 days a week via toll-free telephone numbers and a Web-enabled reporting tool. We have contracted with a vendor that specializes in helpline reporting to in-take and manage reports made via the Helpline and the Web-reporting tool. The vendor's call specialists document reports made via the toll-free telephone numbers and transmit the reports to the Ethics and Compliance Office for appropriate action.

If you report a concern or violation, you will be encouraged to provide as much accurate and relevant information as possible to facilitate a thorough investigation or suitable response. Gaps or errors in the initial information reported may delay or negatively impact the intake process, case assignment and/or the investigation process.

Our Ethics and Compliance Helpline reporting tools provide a mechanism by which reporting parties and investigators may engage in ongoing communications, in your local language, while maintaining your confidentiality.

If you choose to remain anonymous, our ability to investigate the matter may be hampered, and we may not be able to fully address your concerns.

All complaints, whether or not reported anonymously, will be handled in a confidential manner, with disclosure limited to the extent necessary to conduct a full investigation of the allegations, to carry out appropriate disciplinary or corrective actions, and to meet any legal requirements.

Nothing in this Code prohibits individuals from reporting possible violations of a federal or state law or regulation to any governmental agency or entity, or participating in any proceedings or investigations with the federal, state or local government agency or entity responsible for enforcing these laws. Individuals are not required to notify the Company about any such reports or disclosures.

No Retaliation

Whether you identify yourself or not when you make a report, each inquiry is treated in a confidential manner, and a closed-loop process ensures you will be informed of the overall outcome of the investigation. Reporting suspected violations of our policies, Code or other processes benefits the Company and uplifts the expected behavior of all employees. Any form of retaliation against any employee who, in good faith, reports or participates in the investigation of a suspected violation is strictly prohibited and will not be tolerated.

Our Legal Boundaries and Framework

It is Conduent's policy and practice to conduct its business in accordance with all applicable laws and regulations. By adhering to legal requirements, we protect our employees, clients, shareholders, reputation, environment and future.

Fraud, Bribery and Improper Payments

We take a zero-tolerance approach to all forms of fraud, bribery and corruption, including bribery of commercial and government officials and any other forms of corruption. We never offer anything of value to obtain an improper advantage in selling products and services, conducting financial transactions or representing our Company interests to governmental authorities or international agencies like the United Nations. All countries prohibit the bribery of their own public officials, and many also prohibit the bribery of officials of other countries.

Our policy goes beyond these laws by prohibiting improper payments in all of our activities, with governments, international agencies and in the private sector. Conduent policy requires proper accounting for all financial transactions, including payment of commissions, fees and gratuities, as well as proper record keeping.

We maintain a system of internal controls to ensure that all such transactions are properly and fully recorded, and that our records reasonably and fairly reflect these transactions.

In response to these laws and as directed by internal policies, Conduent has established a comprehensive anti-bribery compliance program. This program addresses compliance with anti-bribery laws through corporate level policies and procedures, expense review, due diligence of third parties, training of targeted employees, and other related actions.

Money Laundering

We only do business with reputable customers who are involved in legitimate business activities and whose funds are derived from legitimate sources. People involved in criminal activity, including terrorism, may try to hide the proceeds of their crimes or to make these proceeds appear legitimate by laundering them through a legitimate business. Many countries have laws that prohibit accepting or processing the proceeds of criminal activities. Our Company can be severely damaged if we fail to detect customer relationships and transactions that place us at risk. If you become suspicious or have questions about money laundering, immediately raise your concerns and questions to your management and to the Ethics and Compliance Office or the Legal Department. You should resolve any concerns before proceeding further.

Public Sector Customers

We understand and comply with public sector contracting and procurement laws. The public sector includes governments and government-owned entities, even if they are only partially owned by a government. Legal requirements related to public sector customers specify business practices that vary significantly from the way we do business with commercial customers. In general, we never offer employment to any public official involved in the purchasing process. Similarly, we never directly or indirectly offer gifts, entertainment, bribes or improper payments to public officials. The applicable laws for doing business with public sector customers vary by country. If you work with public sector customers, you are responsible for knowing these legal requirements and their impact on your work.

U.S. Government Customers

When Conduent contracts with the U.S. Government, additional legal requirements apply to Conduent and to its employees, agents and subcontractors involved in the performance of those contracts. If you work in this area, you are responsible for knowing and complying with these legal requirements and reporting occurrences when legal requirements may have been violated.

We do not give U.S. Government employees any item of value, whether it's tangible or intangible. In addition, we do not offer or give anything of value to the U.S. Government in exchange for favorable treatment between prime and subcontractors.

This type of exchange is commonly known as a “kickback.” If you suspect that a kickback involving Conduent has occurred, you should report it to the Ethics and Compliance Helpline immediately.

When Conduent is pursuing a business opportunity with the U.S. Government, employees must be aware that the Procurement Integrity Act imposes certain restrictions on employee conduct once the procurement process has begun. Procurement begins when a public official initiates a buying decision, and this may be even before a solicitation is made public. When the procurement process has begun, Conduent employees may not:

1. offer employment or business opportunities to procurement officials;
2. offer gratuities to procurement officials; or
3. request source selection information.

“Source selection information” is data not otherwise available to the public and used by procurement officials in making procurement decisions, such as: competitor data or internal government analysis reports. Violations of the Procurement Integrity Act may carry serious criminal and civil penalties both for the individual(s) involved and for the Company. Finally, doing business with the U.S. Government requires us to be aware of and comply with the False Claims Act. Under that Act, it is illegal to knowingly and willfully falsify information to the U.S. Government, conceal a significant fact, and/ or make false, fictitious or fraudulent claims. For purposes of the False Claims Act, a claim includes requesting payment or approval from the U.S. Government, as well as making statements to the U.S. Government.

Examples of false claims include billing for services not covered by the contract and billing for labor before services have been provided. Violations of the False Claims Act may result in serious criminal and civil penalties. If you suspect a violation of the False Claims Act, it should be reported immediately to the Ethics and Compliance Helpline.

Fair Competition and Trade Practices

Fair competition laws prohibit agreements with any competitor to raise prices or reduce output. Fair competition issues are complex and may arise in dealings with customers, suppliers or competitors. Violations of fair competition laws can result in serious civil and criminal charges and penalties both for the Company and individuals.

We avoid contacts with competitors that could create even the appearance of improper agreements, whether the contact is in person, by telephone or through e-mail. We use care in our communications to avoid statements that could be misconstrued to indicate an intent to act in an anti-competitive way. The exchange of benchmarking information with competitors can also create serious legal issues. We do not acquire commercial information by dishonest or unethical methods. In addition, if we receive questionable information from an outside party about a competitor, we do not examine the information without first contacting the Legal Department. While the exchange of best practices with competitors is generally permissible, proprietary information like future pricing plans should never be shared with competitors.

Our Reputation

We are committed to act in a manner that withstands public scrutiny and will not harm our reputation. Exerting unreasonable pressure or coercion for certain business or accounting results is always unacceptable as are any efforts to circumvent required review, approval and control processes.

Revenue Recognition

Revenue is recognized consistent with Conduent accounting policies and accounting principles generally accepted in the United States of America (U.S. GAAP). All employees are responsible for reporting financial data accurately and in accordance with Company policy and U.S. GAAP. Any deviation from such policies and principles constitute a violation of our Code. Any questions regarding the foregoing or revenue recognition standards should be directed to the Chief Accounting Officer for the Company.

Side Letters

Side letters are strictly prohibited and are a violation of our Code for which severe consequences, including termination, are possible. Passive acceptance or knowledge of such letters will likewise be considered a violation. Side letters refer to any agreement or correspondence between Conduent and a customer, supplier or partner, which modifies or amends any of the terms and conditions specified in the applicable contract, agreement or purchase order and are prepared outside or apart from a business unit's standard process and procedures for contract/order amendments.

Gifts and Entertainment

The propriety of giving or receiving employment-related gifts depends on the value and intent of the gift. We define gifts broadly to include tangible items and cash or cash equivalents as well as favors, special considerations, gratuities and discounts. The only acceptable purpose of gifts and entertainment is to create goodwill or strengthen business relationships. You, or members of your immediate family, may only accept or receive an employment-related gift if it complies with our policies and comfortably falls within the range of common business courtesies. Gifts that make the recipient feel obligated to repay the favor by doing business with the giver are always improper. We will not extend a gift or entertainment to customers if doing so would violate their own policies. Gifts and entertainment may never be lavish, unusual or extravagant. Under no circumstances should you give or accept cash or cash equivalents, such as gift certificates or gift cards, regardless of the amount, from anyone who has business dealings with Conduent.

Local business units are authorized to establish limits on the monetary value of gifts according to local geographic customs. Our employees are accountable for knowing the monetary limits for gifts that apply to their business units. You must let your manager know if you receive any gift from a vendor, supplier, customer or competitor, regardless of its value.

The appropriate manager must approve the giving of a gift or payment of business expenses (provided it does not violate a customer's own policy) to any person who has business dealings with the Company. Stricter standards, where required by law or deemed appropriate by group management, may be necessary for certain organizations, such as Purchasing, or for specific employee job classifications.



Supplier Relationships

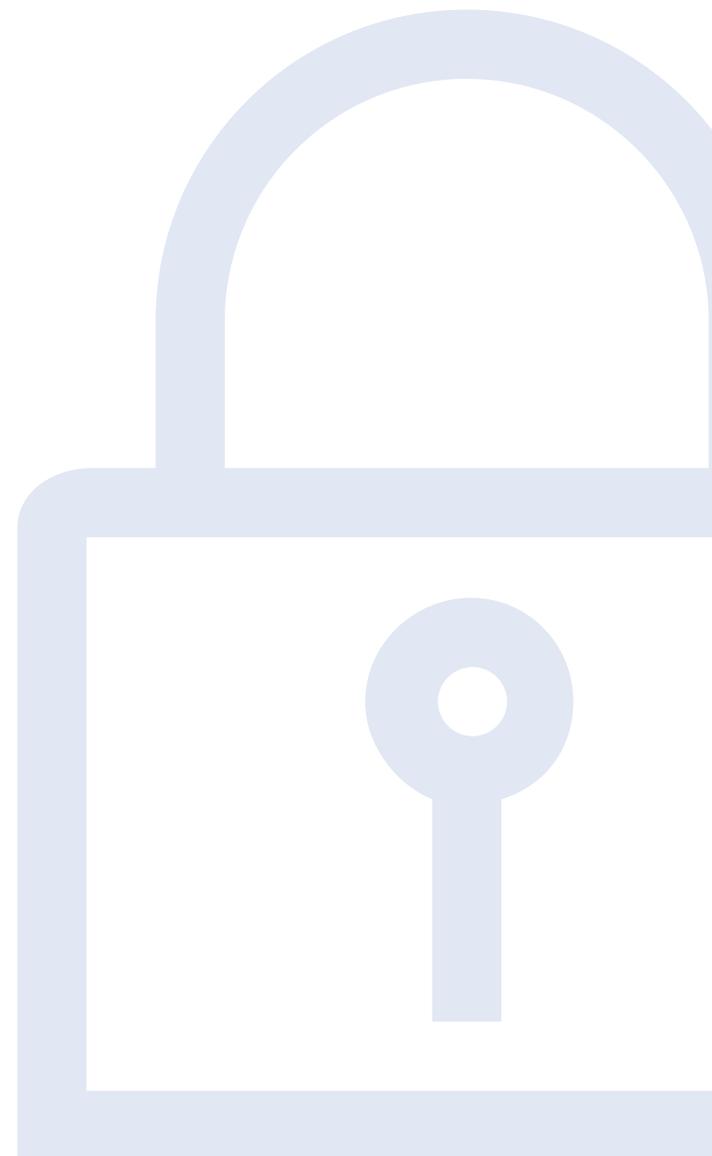
We base our vendor and supplier relationships on the fundamental principles of fairness, honesty and mutual respect. We endeavor to honor our commitments and follow through on our promises and agreements with vendors and suppliers. We do business with vendors and suppliers that have high standards of conduct. We expect our vendors and suppliers to adhere to ethical and legal requirements in their business dealings with their employees, their local communities and Conduent.

Before entering into any contract, we seek assistance from the Purchasing organization and ensure we follow purchasing and approval authority policies. We make all purchasing decisions in the best interests of our Company and not on personal considerations. Requiring and/or agreeing to mandatory reciprocal trading are contrary to Conduent business practices. It is against Conduent policy to enter into a business relationship with a customer that requires Conduent to purchase the customer’s products or services as a contractual condition for the customer to purchase Conduent products or services. Likewise, purchasing decisions should not be made predicated on the condition that the supplier agrees to use Conduent products or services. Sourcing decisions should generally be made on the basis of quality, price and

the supplier’s level of service/reliability. However, since customer relationships are vital to Conduent’s success, purchasing decisions may, where appropriate, give consideration to customer relationships as a favorable factor, among others. Purchasing personnel should seek management consideration and consultation with the Legal Department in these situations.

Protection of Intellectual Property and Copyrighted Material

Among our most valuable assets is our Conduent intellectual property – patents, trade secrets, trademarks, copyrights, design rights, know-how and other proprietary information. We are accountable for establishing, protecting, maintaining, and defending Conduent rights in all commercially significant intellectual property and original works of authorship and to use those rights in responsible ways. We respect the valid, exclusive, intellectual property rights or copyrighted materials of third parties.





Our Work Place

We consider it a business necessity to build, celebrate and nurture a corporate culture that is inclusive and provides equal opportunities to all. We treat all people, internally and externally, with dignity and respect. We conduct our communications among all levels of our employees in an open and honest manner, subject to legal and competitive restraints.

U.S. employees who have work-related concerns may employ the Open Door Internal Escalation Process to fairly resolve their concerns. The process is designed to assist employees who feel that established Company policies and practices have been violated or have not been consistently applied, or who have other serious work-related concerns.

No Discrimination or Harassment

Each of us plays an important role in ensuring that our fellow employees are treated with dignity and respect. As an equal opportunity employer, we do not discriminate in recruitment, selection, compensation, training, job assignment, promotion, termination or any other employment related activity with respect to a person's race, color, religion, sex, pregnancy (including childbirth, lactation and related medical conditions), national origin, age, physical and mental disability, use of a guide dog or service animal, marital status, sexual orientation, gender identity, gender expression, genetic information (including characteristics and testing), military and

veteran status, or any other characteristic protected by applicable law. We do not tolerate harassment, bullying, retaliation or unlawful discrimination of any kind. Making unwelcome sexual advances toward or otherwise harassing or bullying any employee, customer or supplier is never acceptable. Likewise, jokes or displays that disparage specific groups (e.g., nationality or religion) are also never acceptable. Our decisions about people must be fair, free of bias and based on facts.



Inclusive Workplace

Conduent is an equal opportunity employer. At Conduent, creating a workplace where everyone feels valued and can bring their authentic selves to work is a core value and fundamental to how we work. We are on a journey to build a culture where all associates, regardless of their differences, feel that they belong and have an equal opportunity to thrive, to do work that fulfills them, and contribute their strengths. This commitment is essential to our business strategy, fuels our work for customers, and carries forward to our clients' millions of end-users who interact with our global workforce every day.

Our focus on a culture where “everyone matters” extends to our associates as well as our customers, suppliers, vendors, and agents, all of whom should be treated with dignity and respect. We are accountable for modeling behavior that supports this culture, acknowledging and valuing each of our contributions, and creating a team atmosphere.

Conflicts of Interest

We carry out our duties and responsibilities in a fair, objective manner. We make business decisions in the best interest of our Company, free from personal or external influences. Conflicts of interest can occur anytime your personal interests might benefit from your actions or influence as a Conduent employee. Outside business interests with our vendors, suppliers, customers or competitors are a particular cause of concern. Having outside business interests that interfere with your obligation to devote your time and attention to your job responsibilities or behaving in a manner that reflects adversely on Conduent can result in a conflict of interest.

Employees are obligated to disclose any outside business interests that they, or their immediate family members, have to their manager. It is important to disclose relevant facts before you, or your immediate family members, become involved in or acquires a financial interest in an outside business and to take any actions the Company requires to resolve any identified potential or actual conflict of interest.

Alcohol and Drug Free

Conduent is committed to providing a safe and productive work environment to enable employees to reach their full potential. We prohibit the illegal use (including possession, distribution, manufacture or transfer) or being under the influence of controlled substances or alcohol on our property and in Company-owned or leased vehicles or in any vehicle for which the Company provides an allowance or reimbursement for business use. This prohibition also applies to any other work sites where employees may be assigned during work hours.

Information Systems

We provide electronic information systems to employees to perform their assigned job duties and achieve business objectives (appropriate use). Systems include hardware, software, media or network, including non-Conduent owned devices used to originate, store, process, display, print, or transmit Conduent Information in electronic form. Our information systems may only be used for purposes that effectively and efficiently support Conduent businesses. Casual personal use is permitted but only if it has minor impact (limited frequency, duration and volume) on computer and network resources and does not impact employee productivity.

Inappropriate use includes the transmission of Conduent classified, sensitive personal information to unauthorized individuals or unsecured locations, creating or transmitting chain letters, non-business related video/audio material or any information that contributes to an unproductive workplace, use in excess of granted authority, or creating, storing, viewing or transmitting pornography or other graphics that are offensive or would otherwise violate Conduent policies or applicable laws. Employees who misuse information systems may have their access denied or restricted and may also be subject to disciplinary action, up to and including termination.

Corporate Records

Accurately and honestly preparing Corporate Records, including expense reports, time reporting and financial statements, is a business and legal necessity. We classify, use and handle Corporate Records in accordance with Conduent policies. We take our obligation to maintain Corporate Records for operational, legal, financial, historical and other purposes seriously and take appropriate steps to ensure that the content, context and structure of our records are reliable and authentic. We manage records consistent with the retention and destruction guidelines applicable to our functions. We preserve pertinent records after having received legal notice of a pending or threatened lawsuit. Corporate Records, both electronic and hard copy, receive the same consideration regardless of their format.

Limits of Authority

The Company fulfills its legal and regulatory obligations to control access to and use of its funds and assets through the establishment of the Approval Matrix, which sets specific limits on the levels of authority entrusted to employees to transact business on behalf of the Company. We conform our business activities to the terms of the Company’s established limits of authority set forth in the Approval Matrix.



Our Clients

We set high expectations for ourselves. Delivering high quality services and solutions is vital to our reputation and success. It's what we expect of ourselves, and it's what our customers expect from us. We are resolved to conduct our business in a responsible manner and to hold ourselves accountable for our actions, words, decisions and work product. We know our future depends on it.

Safeguarding Customer Information

We respect and are committed to safeguarding the confidentiality, data privacy and security of information that our customers have entrusted to us, including confidential information, personally identifiable information, proprietary information and trade secrets. We exercise appropriate care at all times to prevent unauthorized disclosure and use of customer information. We take our responsibilities for customer confidentiality, data privacy and security seriously and implement appropriate safeguards for the use and handling of this information in accordance with our information security and privacy policies and in accordance with all applicable laws.

Sales and Marketing Activities

We provide accurate and appropriate information to our customers so that they may make informed decisions. We do not tolerate misrepresentation, fraud or deliberate omission of pertinent information in our sales or marketing activities. We honor our commitments and follow through on our promises, agreements and obligations.

Our Shareholders

Insider Trading and Insider Information

We handle insider information appropriately and lawfully. Insider information is defined generally as material, non-public information. Material information is information that is important enough to affect an investor's decision to buy, sell or hold securities. Our employees, their immediate family and anyone living in the same home are considered insiders under Conduent policy. As such, you may not engage in speculative trading of Conduent securities, including Conduent common stock, debentures or notes. You should buy Conduent stock for investment purposes only, generally holding the stock for at least six months.

Conduent policy and securities laws provide for additional rules for insiders who have actual knowledge of market-sensitive information about the Company that has not been disclosed to the public. Examples of market-sensitive information include financial performance, acquisitions, divestitures, significant new products or technologies, changes in dividends and lawsuits. Information is considered market-sensitive if it would be important to a reasonable investor in deciding whether to buy, hold or sell securities. If you have market-sensitive information, you must not purchase or sell Conduent securities. The words purchase and sell include any transaction that deals indirectly with the Company's securities. Additionally, you must not reveal market sensitive information to other individuals, either inside or outside the Company.

Officers and directors, by virtue of their position in the Company, are subject to more restrictive policies and laws relating specifically to them. Corporate-level officers and members of Conduent's Board of Directors may buy and sell the Company's securities only during predetermined window periods. In addition, all such officers and Board members are required to contact the General Counsel or the SEC Group Counsel before engaging in any transaction.

Safeguarding and Use of Assets

Each of us is accountable for safeguarding all Company and client assets entrusted to us from loss, theft, waste, misappropriation or infringement and for using them to advance the interests of Conduent. We are accountable for classifying, protecting, and handling Conduent, customer and other third-party information in accordance with applicable law, Conduent policy and contractual terms. We have an affirmative duty to immediately report the theft, loss or misappropriation of any Conduent or customer assets, including financial assets, physical assets, information assets and electronic assets.

Representing Conduent to the Public and Investment Community

The goal of Corporate Communications is to ensure consistency – to speak to the public with one voice. Corporate Communications routinely works with broadcast and print reporters to ensure that reporters have the right information to create accurate stories. We are accountable for contacting Corporate Communications for approval before committing to a speech, interview, article, customer endorsement, press release or other published or broadcast statement that references Conduent for external audiences.

We comply with the U.S. Securities and Exchange Commission Fair Disclosures Rules and other laws governing the disclosure of material information to the investment community. We do not respond to questions from members of the investment community, but rather we refer them to Corporate Communications.

Our Societal Responsibilities

We are more than a company – we are members of the communities where our businesses reside and where our customers, employees, suppliers and investors make their homes. Our employees are active participants in the communities where they live and work. Our Company sponsors various community-focused events that provide an opportunity to enrich the lives of our employees and our communities.

Human Rights

Our commitment to behaving responsibly as a good corporate citizen is accomplished by running our global business with great respect for human rights. We are guided by the United Nations Universal Declaration of Human Rights.

Our support for these principles is embedded in our Code, in our position on labor relations, in our employment practices, in our relationships with suppliers and in how we build our business in emerging markets. We inspect for compliance through our management processes including operations reviews, risk management and internal audit systems and supplier assessments.

Human Trafficking

Consistent with the principles of the United Nations Universal Declaration of Human Rights and federal law prohibiting human trafficking, we are committed to freely chosen labor and support efforts to eradicate human trafficking. Information regarding a potential

violation of this anti-human trafficking policy, whether by a Conduent employee, subcontractor or agent, must be promptly reported to a manager, the Ethics and Compliance Helpline or the Legal Department. Employees aware of potential human trafficking violations also may contact the Global Human Trafficking Hotline directly at **1-844-888-3733** or **help@befree.org**.

Environmental Stewardship

We are committed to protecting the environment, health, safety and sustainability of employees, customers, suppliers, and communities where we do business.

Our protection of the environment and the health and safety of our employees, customers, and neighbors from unacceptable risks is a priority. We conduct our operations in a manner that safeguards health, protects the environment, conserves valuable materials and resources and minimizes risk of asset losses.

We are committed to designing, distributing and marketing products and services to optimize resource utilization and minimize environmental impact. All of our operations and services must, at a minimum, be in full compliance with applicable governmental requirements and Conduent standards.

Health and Safety

We inspect and maintain workplaces to prevent unacceptable risks in our facilities and deliver services in a safe manner. We develop and maintain emergency preparedness programs and comply with all government regulations and Conduent standards. Conduent employees are responsible for reporting injuries and unsafe work practices or conditions as soon as they become known.

Contact with Government Agencies, Lobbying and Political Contributions

As a corporate citizen, Conduent takes positions on matters of public policy that could have a significant impact on our Company and its global operations. Government Relations monitors public policy developments that could have a significant impact on our global operations. Government Relations encourages employees to help identify these issues and assist in the development of the Company's position. Government Relations must approve any public policy statement on behalf of Conduent. In the U.S., Government Relations also coordinates all contact with government agencies and legislative groups on behalf of the Company.

Contact with Government Agencies, Lobbying and Political Contributions Cont.

All contacts with governments, legislatures or multinational bodies, such as the European Union or World Trade Organization, must be cleared with the individual designated by local management and the Legal Department. Government Relations must be notified in advance of any planned actions and is the only organization that has the authority to retain and direct lobbying consultants to advise or represent Conduent in any federal, state or local public policy matter. Only Government Relations is authorized to make political contributions on behalf of Conduent through the Conduent Political Action Committee (CPAC).

Under no circumstances are you to contribute to or participate in political campaign fundraising or campaigning activities while at work. Prohibited activities include using Company assets, such as facilities, office supplies, e-mail, fax machines and photocopiers. Furthermore, senior managers and directors of the Company may be limited by local law as to their own personal activities relative to campaigning for political candidates and fundraising. They should consult with Government Relations before participating in any political activities, including those conducted away from work.

International Trade Controls

Many countries regulate international trade transactions – imports, exports and international financial transactions – for national security and foreign policy purposes. Conduent follows applicable international trade control regulations regarding licensing, shipping documentation, import documentation, reporting and record-retention requirements in all countries in which it conducts business.

In some cases, these restrictions apply to financial transactions as well as to international trade in goods, technology, software and services. In addition, the U.S. prohibits any cooperation with boycotts against either countries friendly to the U.S. or firms that may be blacklisted by certain groups or countries.

We are committed to complying with global export laws. We obtain proper government approvals before exporting, selling or transferring controlled products, software and technical data. The Company has an established corporate-wide export compliance program.

Additional Resources

Policies - Conduent has many policies that relate to and govern how you do your job. A compilation of many of these policies is accessible at the Policies page on Conduent's intranet.

Questions and Answers (Q&A)

Conduent Ethics and Compliance Helpline:

www.conduent.com/ethicshelpline

Website:

www.conduent.com/ethics

Internal Website:

[Ethics and Compliance Office home page](#)

About Conduent

Conduent delivers digital business solutions and services spanning the commercial, government and transportation spectrum – creating valuable outcomes for its clients and the millions of people who count on them. The Company leverages cloud computing, artificial intelligence, machine learning, automation and advanced analytics to deliver mission-critical solutions. Through a dedicated global team of approximately 55,000 associates, process expertise and advanced technologies, Conduent's solutions and services digitally transform its clients' operations to enhance customer experiences, improve performance, increase efficiencies and reduce costs. Conduent adds momentum to its clients' missions in many ways including disbursing approximately \$100 billion in government payments annually, enabling 2.3 billion customer service interactions annually, empowering millions of employees through HR services every year and processing nearly 13 million tolling transactions every day.

Learn more at www.conduent.com.