

Compensation Committee Charter

The Board of Directors (the “Board”) of Conduent Incorporated (the “Company”) is committed to providing fair compensation, with programs and policies that motivate the Company’s interests, align shareholder interests, and comply with laws, regulations, and best practices. To further those objectives, it has formed the Compensation Committee (the “Committee”) with the purpose, composition, authority, and duties and responsibilities, as follows:

Purpose

The purpose of the Committee is to review and approve the compensation of the Company’s Key Executives (as defined below), act as the administering committee for equity compensation plans as designated by the Board, and perform the other duties and responsibilities set forth in this charter.

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”), as determined by the Board in its business judgment. Members of the Committee shall also qualify as “non-employee directors” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended. The Chairman of the Committee shall be designated by a majority vote of the entire 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 three times a year, at such times and places as determined by the Chairman of the Committee. 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 officer or employee of the Company or the Company’s outside counsel 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 members, except to the extent otherwise prohibited by applicable law or the rules and regulations of the SEC or Nasdaq. Notwithstanding the foregoing, the Committee may not delegate the authority to grant equity awards to Executive Officers (as defined below) or members of the Board, or take any action with respect to such equity awards (other than the performance of ministerial duties), to the Company’s management or any person other than the full Board. The Committee has the right, in its sole discretion, to retain or obtain advice, reports or opinions from such internal and external counsel, compensation consultants and other experts and advisors (each, a “Compensation Advisor”) as it deems necessary or appropriate to assist it in the full performance of its functions. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Advisor retained by the Committee. The Company shall provide for

appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Compensation Advisor retained by the Committee. Before selecting or receiving advice from a Compensation Advisor (other than in-house legal counsel), the Committee shall consider such factors as may be required by the rules of Nasdaq or the SEC with respect to the independence of the Compensation Advisor and compliance with the Dodd-Frank Wall Street Reform and Consumer Protection Act. The Committee shall evaluate whether any Compensation Advisor retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K, as may be amended from time to time.

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:

1. Annually review and approve the goals, objectives and philosophies with respect to the compensation of the Company's Chief Executive Officer ("CEO") and other Key Executives (as defined below), and oversee their implementation, consistent with approved compensation plans, to ensure that compensation decisions regarding Key Executives are aligned with such goals, objectives and philosophies. "Key Executives" shall mean (i) officers designated as Section 16 officers by the Company's Corporate Secretary (the "Executive Officers"), (ii) a current or prospective employee of the Company with a total annual compensation target of \$1,000,000 or more, and (iii) such other officers of the Company as determined from time to time by the Committee.
2. Annually review and approve the compensation of the Key Executives (including the CEO), including annual base salary, short-term incentive awards, long-term incentive awards, severance benefits, perquisites and any other special or supplemental benefits. The Committee will meet in executive session without the presence of the CEO or other Key Executives when deliberating or approving the CEO's compensation, but may in its discretion, invite the CEO to be present during approval of the compensation of the remainder of the Key Executives.
3. Annually review with the Board an evaluation of the performance of the CEO.
4. Review, approve, amend terminate or modify all Key Executive (including the CEO) compensation and retirement plans, including any bonus or incentive plans, equity compensation plans and equity arrangements, subject to Board and shareholder approval as appropriate.
5. Administer and interpret the Company's Key Executive (including the CEO) compensation plans, to the extent required by the terms of such plans.
6. Review and approve employment, severance, change in control, termination and retirement arrangements for the Key Executives (including the CEO).
7. Review and approve all material compensation-related policies (including policies on claw backs / recoupments, hedging and pledging) for Key Executives (including the CEO).
8. Approve any non-customary compensation, payment, equity grant or award, severance, relocation, prerequisite or other benefit to a Key Executive (including the CEO) outside the terms and conditions contained in any applicable plan relating thereto that is approved by the Committee, which has a cash value, individually in excess of \$250,000 or in the aggregate in excess of \$2,000,000, provided however, that any non-customary payment to the CEO shall require the prior recommendation of the Committee and require the prior approval of the Board.

9. Review and recommend to the Board the Company's stock ownership guidelines for Executive Officers and Directors.
10. To the extent it deems necessary or appropriate, review with management the Company's employee benefit policies, perquisites, programs, and administration.
11. Establish and maintain the appropriate set of peer group companies used for compensation benchmarking.
12. Oversee succession planning for Executive Officer roles (including the CEO), as appropriate.
13. Review and discuss any material changes to the SEC or Nasdaq rules and regulations relevant to the responsibilities and duties set forth in this charter.
14. Oversee and at least annually review the assessment and mitigation of risks associated with the Company's compensation policies and practices.
15. Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and, based on such review and discussion, recommend to the Board that the CD&A should be included in the Company's annual report on Form 10-K or proxy statement on Schedule 14A.
16. Prepare an annual "Compensation Committee Report" for inclusion in the Company's annual report on Form 10-K or proxy statement on Schedule 14A.
17. Oversee shareholder communications and engagement efforts with shareholders on executive compensation matters and consider the results of shareholder "say-on-pay" and "say-on-pay" frequency votes and other proxy proposals relating to executive compensation matters.
18. Annually review and reassess the adequacy of the Committee's charter, structure, processes and membership requirements, and submit any recommended changes to the Board.
19. Report to the Board concerning the Committee's activities with such recommendations as the Committee deems appropriate at least once a year.
20. Perform a self-evaluation of the Committee no less than annually.
21. Perform such other functions as may be required by law or the Board.