

## **Finance Committee Charter**

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### **Purpose**

The purpose of the Finance Committee ("Committee") of the Board of Directors (the "Board") of Conduent Incorporated (the "Company") is to review the Company's cash position, capital structure and strategies, financing strategies and insurance coverage; and the Company's dividend policy. In addition, the Committee will specifically review the three-year strategic plan of the Company, the annual capital budget of the Company and acquisition or divestitures of the Company of a requisite size or form. The Committee shall also have such other powers and perform such other duties as the Board may from time to time delegate to it in accordance with Article III of the By-Laws of the Company, as the same shall from time to time be amended.

### **Duties and Responsibilities**

1. The Committee shall have the following general authority:
  - a. 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.
  - b. Review and make recommendations to the management and the full Board as appropriate with respect to the Company's dividend policy and capital allocation policy.
  - c. Review 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.
  - d. Conduct annually an evaluation of the Committee's own performance and, in light of this, consider changes in its membership, charter or procedures. The Committee shall report to the Board the results of its evaluation, including recommended charter, membership and other changes.
  - e. Review the Company's policy on derivatives.
  - f. 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.
2. Without limiting the generality of the foregoing, the Committee shall have the following specific authority:
  - a. Review and approve the three-year strategic plan of the Company and any material changes thereto.

- b. Review and approve the annual capital budget of the Company and any material changes thereto.
- c. Review and approve any acquisition by the Company if the acquisition involves:
  - (a) a total consideration to be paid by the Company in excess of \$75 million; or
  - (b) the issuance of Company's stock as part of the purchase price being paid.
- d. Review and approve any disposition of assets or stock of a subsidiary that involves total consideration to be paid to the Company in excess of \$50 million.

#### **Composition and Qualifications**

The Committee shall be comprised of three or more directors, the exact number to be determined from time to time by resolution of the Board.

Each member of the Committee shall be "independent" as required by NASDAQ listing standards and any other legal requirements as shall from time to time be in effect. The Board of Directors shall, in the exercise of business judgment, determine the "independence" of directors for this purpose.

The Chairman of the Committee shall be designated by a majority vote of the Board.

Members of the Committee shall be designated annually by a majority vote of the entire Board (after considering any recommendations of the Corporate Governance Committee) at the organizational meeting of the Board of Directors held in connection with the annual meeting of shareholders.

Vacancies on the Committee shall be filled by majority vote of the Board. By a majority vote of the Board, a member of the Committee may be removed.

The Chairman of the Committee is responsible for the orientation of new members regarding matters within the scope of the Committee's authority.

#### **Structure and Operation of the Committee**

1. A majority of the members of the Committee present at a meeting shall constitute a **quorum**. The action of a majority of the members at which a quorum is present shall be the act of the Committee.
2. The Committee may form and delegate authority to subcommittees when appropriate.
3. The Secretary of the Company, or in the absence of the Secretary such person as may be designated by the Chairman of the Committee, shall act as secretary and keep the minutes of all meetings of the Committee.
4. The Committee shall meet in person or telephonically at least two times a year at such times and places determined by the Chairman of the Committee, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its Chairman.
5. The Committee may request that any directors, officers or employees of the Company, or

- other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.
6. The Chairman 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.
  7. Except as expressly provided in this Charter, the By-laws of the Company or the Company's Corporate Governance Guidelines, or as required by law, regulation or NASDAQ listing standards, the Committee shall establish its own rules of procedure.