

Corporate Governance Committee Charter

The Board of Directors (the “Board”) of Conduent Incorporated (the “Company”) is committed to Board excellence and responsible governance to justly and fairly protect all shareholder interests. To further those objectives, it has formed the Corporate Governance Committee (the “Committee”) with the purpose, composition, authority, and duties and responsibilities, as follows:

Purpose

The purpose of the Committee is to consider and recommend to the Board on matters relating to: (1) the identification and qualification of Board members and potential Board members, (2) director compensation, (3) membership for each Board committee, (4) other corporate governance matters, and (5) any related corporate governance matters required by the federal securities laws.

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. The Chairman 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 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 may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities. In connection therewith, 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 has the right, in its sole discretion, to retain or obtain advice, reports or opinions from such internal and external counsel, director search firms, compensation consultants 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 scope 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 any Advisor retained by the Committee. The Committee shall evaluate whether any compensation consultant 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. Identify, screen and recommend candidates for membership on the Board to fill vacancies and newly created directorships, consistent with the criteria recommended by the Committee and approved by the Board, both in connection with the annual meeting of shareholders and at other times a vacancy or newly created directorship may exist. Consider director nominees proposed by shareholders.
2. Make recommendations to the Board regarding the retention, selection and approval of the nominees for director to be submitted to a shareholder vote at the annual meeting of shareholders or for appointment by the Board. In connection with the foregoing, ensure that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and contains at least the minimum number of independent directors required by NASDAQ listing standards.
3. Periodically review and make recommendations to the Board concerning the size, structure, composition, and procedures of the Board and Board committees. Periodically consider the creation or elimination of Committees. Recommend to the Board individual directors to fill any vacancy that may occur on any committee.
4. Review and make recommendations to the Board concerning the Company's policies regarding the length of Board service and retirement age for Board members.
5. Review and assess the independence of each director in accordance with the Company's Corporate Governance Guidelines, applicable Nasdaq listing standards and federal rules and regulations, at least annually, as well as when there are changes to a director's principal employment or other affiliations, and make recommendations to the Board regarding the independence of each director. The Committee shall also review the suitability for continued service as a director of each Board member when considering directors for re-nomination, and if any Board member has a significant change in status, including but not limited to an employment change.
6. Review all director compensation and benefits for service on the Board and Board committees at least once a year and recommend any changes to the Board as necessary.
7. Consider matters of corporate governance and periodically review the Company's corporate governance policies, including the Corporate Governance Guidelines, and recommend to the Board modifications to the policies as appropriate.
8. Monitor compliance with the Company's Code of Business Conduct and Ethics for members of the Board.
9. Review and approve, as appropriate, any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) in accordance with the Company's Related Person Transactions Policy and oversee the administration of such policy.
10. Review and recommend, as appropriate, director orientation for newly elected members of the Board and continuing director education programs for members of the Board.

11. Provide oversight of and make recommendations to the Board regarding the Company's response to shareholder proposals submitted to the Company for consideration at the Company's annual meeting of shareholders.
12. Review and discuss with management disclosure of the Company's corporate governance practices to be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
13. Annually review and reassess the adequacy of the Committee's charter, structure, processes and membership requirements, and submit any recommended changes to the Board.
14. Report to the Board concerning the Committee's activities with such recommendations as the Committee deems appropriate at least once a year.
15. Oversee the annual performance evaluation process of the Board and Board committees, and perform a self-evaluation of the Committee no less than annually.
16. Perform such other functions as may be required by law, the rules and regulations of the SEC or Nasdaq, the Corporate Governance Guidelines or the Board.