

## **Corporate Social Responsibility and Public Policy Committee Charter**

The Board of Directors (the “Board”) of Conduent Incorporated (the “Company”) recognizes and embraces the importance of operating the Company’s business in a socially responsible manner, incorporating community impact, human capital management, diversity and inclusion, and environmental stewardship. To further those objectives, it has formed the Corporate Social Responsibility and Public Policy Committee (the “Committee”) with the purpose, composition, authority, duties and responsibilities, as follows:

### **Purpose**

The purpose of the Committee is to assist the Board in providing oversight of the Company’s material strategies, investments, policies, and progress to be a responsible participant in society. The Committee’s focus areas include the impact of climate change and other environmental matters, energy and natural resource conservation, supply chain sustainability, employee health, safety and well-being, diversity, equity and inclusion, workforce human rights, public policy engagement, political contribution, and corporate charitable and philanthropic activities (the “Social Responsibility Focus Areas”). The Company’s management is responsible for executing on the Company’s Social Responsibility Focus Areas, while the Committee shall provide the governance structure for programmatic oversight and guidance, concentrating its efforts on material matters that support and integrate with the Company’s overall strategy.

### **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 Select Stock Market (“Nasdaq”) and the rules and regulations of the Securities and Exchange Commission (“SEC”). 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 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 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 Restated Certificate of Incorporation 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:

1. Review the Company's policies, programs and practices on the Social Responsibility Focus Areas.
2. Review and monitor the development and implementation of the goals the Company may establish from time to time for its performance with respect to its Social Responsibility Focus Areas, the development of metrics and procedures to gauge progress toward achievement of those goals, and the Company's progress against those goals.
3. Review in advance the Company's global communication plans and any public reports issued from time to time by the Company in connection with reporting results of the Company's initiatives related to the Social Responsibility Focus Areas, including the Company's Sustainability Accounting Standards Board framework and Corporate Social Responsibility Report, or any similar successor reporting frameworks.
4. At least annually, review a summary report of the Company's charitable giving.
5. Review and monitor the Company's strategies and efforts to address the Company's short- and long-term brand trust opportunities and brand leadership priorities that are significant to the Company, its customers and other stakeholders.
6. Review and make recommendations with respect to shareholder proposals relating to any of the Social Responsibility Focus Areas or other related matters, if and as requested by the Company's Nominating and Corporate Governance Committee.
7. Identify, evaluate, and monitor environmental, social and related public policy trends, issues, risks and concerns, domestic and foreign, which affect or could affect the Company's business activities and performance, and make recommendations to the Board regarding such efforts.
8. 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.
9. Perform an annual self-evaluation of its performance and submit that evaluation to the Board for review and discussion.
10. 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, and apprise the Board on key trends in corporate social responsibility.
11. Perform such other functions as may be required by law, the rules and regulations of the SEC, Nasdaq or the Board.