

Finance Code of Conduct



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Purpose and Scope of Code

The purpose of this Finance Code of Conduct (Code) is to codify standards that are reasonably designed to deter wrongdoing and to promote:

- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Avoidance of conflicts of interest, including disclosure to an appropriate person or persons identified in this Code of any material transaction or relationship that reasonably could be expected to give rise to such a conflict;
- (c) Full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (SEC) and in other public communications made by Conduent;
- (d) Compliance with applicable governmental laws, rules and regulations;
- (e) The prompt internal reporting to an appropriate person or persons identified in this Code of violations of the Code; and
- (f) Accountability for adherence to the Code.

The Code applies to all Conduent Finance employees globally. 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 Finance Code of Conduct annual acknowledgement will be distributed to all employees on an annual basis (incorporated within the Conduent Code of Business Conduct acknowledgement process). The acknowledgement states that Finance organization employees have read this Finance Code of Conduct, understand, and agree to abide by its requirements. Violation of ethics policies, the Finance Code of Conduct, falsification of records or any other unethical behavior may lead to severe disciplinary action up to and including discharge from the Company or potential criminal prosecution. In addition, the Company may have a disclosure obligation as a result of fraud committed by an individual involved in internal control.

Operating Principles

The ethics philosophy of Conduent is to comply with the highest standards of ethical behavior and the letter and spirit of all applicable laws. Conduent employees shall comply with all laws governing its operations and shall conduct business in accordance with the highest ethical standards. When conducting business for Conduent or representing Conduent in any capacity, both on and off Conduent property, employees are expected to maintain consistently high standards of ethical behavior.

Additionally, Conduent is committed to full and accurate financial disclosure in compliance with applicable laws, rules, and regulations and to maintaining its books and records in accordance with applicable

accounting policies, laws, rules, and regulations. This Code sets forth the unique stewardship responsibilities of Conduent Finance personnel. The responsibilities in this Code fall within the guidelines established in the Company's business ethics policies as listed in the Additional Resources section. Compliance with these policies is also implied in the requirements of the Sarbanes-Oxley Act of 2002 and regulatory bodies such as the SEC. This Code and related annual employee confirmation process is a key entity level internal control.

Expectations for Compliance

1. Finance personnel must meet the highest levels of honesty, integrity, objectivity, and independence and comply with all relevant laws, governmental regulations, Company policies, Code of Business Conduct requirements and professional standards. Additionally, Finance personnel in leadership roles must also (1) foster a culture of high ethical standards and a commitment to compliance, (2) maintain a work environment that encourages employees to raise concerns and, (3) promptly address employee compliance concerns.

All employees are required to follow these standard practices:

- Comply with Conduent policy regarding purchasing or selling Conduent securities as required by Conduent policy *Purchasing and Selling Conduent Securities by Employees, Officers and Directors*.
- Avoid actual or apparent conflicts of interest and report any material transaction or relationship that reasonably could be expected to give rise to such a conflict as required by this Code. A conflict of interest occurs when personal interests interfere in any way, or even appear to interfere with, professional responsibilities or the interests of the Company as a whole.
- Refrain from participating in any activity that would prejudice your ability to carry out your Conduent duties ethically.
- Not accept, from any supplier or customer of the Company, gifts, gratuities, favors, special considerations, discounts or entertainment which go beyond common courtesies usually associated with accepted business practice. Gifts or gratuities with a value greater than \$100 should be returned to sender with a note explaining that acceptance is contrary to Conduent policy. No employee may accept cash or cash equivalents (gift cards, etc.) regardless of the amount, from any such person. The amount of any gift an employee can accept should not exceed \$100 in a given year.
- Communicate unfavorable as well as favorable information and professional judgments or opinions.
- Maintain awareness of laws and regulations, and request appropriate legal advice as required.
- Report any and all appearances of potential violations of Company policies or laws if observed through financial data or business operations.
- Set a visible example of commitment to the letter and spirit of this Code for all Finance personnel.
- Maintain appropriate professional standards in the documentation of accounting and all finance matters and in

Company communications including e-mail correspondence and other correspondence included in electronic workflow tools.

2. As a public company, Conduent is required to file various periodic reports and submit various documents to the SEC. In addition, the Company makes other public communications. It is Company policy to make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws and regulations in all such required periodic reports, documents and public disclosures. Accordingly, all Finance personnel are responsible for reporting financial data accurately and in accordance with U.S. Generally Accepted Accounting Principles, governmental regulations and Company policy; and take appropriate measures to protect the Company's assets, including proprietary information, against loss, theft and misuse.

All Finance personnel are required to follow these standard practices:

- Maintain an acceptable level of internal controls after giving consideration to cost/benefit relationships (see *Conduent Internal Control Framework* and *Approach to Sarbanes-Oxley Internal Control Compliance* policies).
- Record and report financial information (e.g., actuals, plans, outlooks, flashes and financial analyses) accurately and honestly.
 - Accurate and honest reporting means that all information is to be communicated fairly and objectively. This includes disclosing fully all relevant information that could reasonably be expected to influence an intended user's understanding of the reports, comments and recommendations.
 - Reported financial data must not be influenced by:
 - Operating unit or individual performance or compensation objectives,
 - Plans and forecasts, and
 - Organizational commitments.
 - Dishonest reporting both inside and outside the Company is not only strictly prohibited; it could lead to civil or even criminal liability, for the individual as well as the Company. This includes reporting information or organizing it in a way that is intended to mislead or misinform those who receive it.
- Take appropriate steps to protect against unauthorized distribution and/or disclosure of confidential data to anyone without a "need to know" (see *Preparation and Control of Financial Information for External Release* and *Information Security* policies).

3. Finance leadership roles must ensure that staff have the appropriate level of functional expertise to accomplish operating and ethical objectives.

Finance leadership roles are further required to follow these standard practices:

- Maintain staff with the appropriate mix of financial and operational skills, including the following: accounting and

- internal controls, financial planning and analysis, treasury, taxes, purchasing, and information systems.
- Staff must be provided with adequate ongoing training.
 - Staff must be fully aware of Company policies and procedures.
 - Staff must not be reduced to a level that precludes the ability to meet the minimum levels of internal control specified in *Conduent's Internal Control Framework* and *Approach to Sarbanes-Oxley Internal Control Compliance* policies. Finance leadership roles are prohibited from exerting pressure on Accounting personnel with respect to accounting judgments and estimates for the purpose of inappropriately influencing reported financial results.

Reporting a Concern and Obtaining Guidance

Code violations, including conflicts of interest, must be reported promptly. Conduent offers a variety of channels for associates to report suspected violations and receive guidance regarding ethics and compliance issues. These channels include the Ethics and Compliance Helpline telephone and Internet reporting and mailing address:

- Conduent Ethics and Compliance Helpline
 - Internet Reporting Tool:
www.conduent.com/ethicsshelpline
 - Telephone: 844-330-0221 in the United States and Canada
All other countries, please check
<https://www.conduent.com/corporate-governance/ethics-helpline/> for the most current list of country dialing options.
- Mailing Address:
Conduent Incorporated
Business Ethics and Compliance Office
100 Campus Drive, Suite 200
Florham Park, NJ 07932 U.S.A.

Additional Resources

Conduent Policies:

- Global Ethics Policy
- Information Security
- Preparation and Control of Financial Information for External Release
- Approach to Sarbanes-Oxley Internal Control Compliance
- Conduent Internal Control Framework
- Disclosure Policy & Guidelines/Regulation FD
- Purchasing and Selling Conduent Securities by Employees, Officers, and Directors
- Receipt of Employment Related Gifts

Other:

- Ethics Office Charter
- Conduent Code of Business Conduct

