Global Ethics Policy

Subject: Business Ethics

Region/Country: Global

Effective Date: October 1, 2018

Supersedes: New Policy

Dated: January 1, 2017

SCOPE
Conduent Incorporated and its subsidiaries provide this policy as a guide for employees. This policy applies to all employees of Conduent and its subsidiaries and any reference hereafter to Conduent is a reference to Conduent Incorporated and its subsidiaries. This policy applies to employees globally.

SUMMARY
This policy describes the ethical business conduct Conduent requires of its employees while working for Conduent. Conduent employees shall comply with all laws governing our 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.

POLICY
The following are the principles of the Conduent Global Ethics Policy that govern all practices concerning business ethics:

- Employees shall not be involved in any activity, including personal investment, which creates or gives the appearance of a conflict of interest with the business of Conduent. A conflict of interest may arise when, for example, an employee or an employee’s immediate family member is a director, officer, employee or consultant with a company which is a competitive business, or which has business dealings with Conduent in which the employee participates or is able to exert influence. All such outside business interests require the written prior approval of Conduent via your manager.

- Employees dealing with contractors, carriers, suppliers, agents, dealers, resellers, consultants, customers and others having business with the Company shall conduct their activities in the best interests of Conduent, without favor or preference.

- Employees shall not accept gifts, gratuities, entertainment or anything of value, beyond levels authorized by Conduent Policy, from any person who has business dealings with Conduent. This prohibition also applies to employees’ immediate family members and anyone living in their homes.

- Employees who do business with any government (domestic or foreign) are responsible for knowing and adhering to the particular laws, regulations, and policies of the recipient regarding business courtesies in addition to all Conduent policies. Employees, as well as agents or representatives working on behalf of Conduent, may not offer, promise, or give anything of value, directly or indirectly, to any non-US government official, any official of a public international organization, or any non-US political party, candidate or official, or their immediate family members, to obtain or retain business for anyone, direct business to anyone, or secure any other improper advantage. Conduent employees and consultants may not offer or give anything of value, including gifts, favors or entertainment, to any employee or official (or immediate family members) of the United States government. For officials and employees of state and local governments in the United States, certain gifts, favors and entertainment less than $25 may be extended if and only if the specific requirements of applicable Conduent policies are met. Employees are required to contact the Law Department if they are unsure whether a gift, gratuity, payment, or entertainment proposed for any state or local government customer is permissible or not. The business unit’s financial records must accurately reflect the nature of any approved transaction.
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- Employees shall not enter into any written or verbal side letter agreements with customers, resellers, partners, vendors, suppliers or any other third parties with which Conduent does business. A side letter is an unauthorized agreement which modifies or amends any of the terms and conditions specified in an original contract, agreement or purchase order prepared outside or apart from a business unit's standard processes and procedures for contract/order amendment. Side letters are strictly prohibited and may have severe repercussions, including termination. Passive acceptance or knowledge of such letters will likewise be considered a violation of this policy.

- No insider, including employees and those working on behalf of Conduent, shall buy or sell Conduent securities, securities of Conduent’s subsidiaries, or the securities of any other company while in possession of material nonpublic information about such company or share that material nonpublic information with others. Employees shall not deal in Conduent securities except in accordance with Conduent policies, or purchase Conduent securities except for investment. As a general rule, employees should not sell Conduent securities within a period of six months from the most recent date of purchase. Employees shall not deal in publicly traded options involving the Company's securities, including puts, calls and straddles, other than those options granted by any Company plans.

Exercise of employee stock options should be viewed the same as trading in Conduent stock. The vesting period for employee stock options satisfies the criteria to demonstrate that options were held for investment purposes. Corporate officers and other senior managers are subject to additional restrictions and should consult with the Law Department before initiating any actions involving Conduent securities.

Employees shall not invest in any company known to the employee as being considered or that was, within the previous year, considered and rejected for acquisition, disposition, investment or other similar business arrangement by Conduent.

- Employees shall not make on behalf of Conduent, or cause to be made by or on behalf of Conduent, political contributions to any political party, committee, officeholder or candidate for any office of any local state government/provincial or national government, whether domestic or foreign, including the federal government of the United States. Contributions to candidates outside the United States must be in accordance with applicable laws and only with designated management approval. Separate from their roles as representatives of Conduent, most employees are free to engage in individual lawful political activity as they consider appropriate. Corporate directors, executives, senior managers and employees dealing directly with government entities may be subject to additional restrictions as promulgated by various state or local campaign financing laws. Employees in these categories should consult with the Global Government Affairs Office before making any political campaign contributions, attending political fundraising events, or making any public statements about political candidates or officials.

- In competing for or accepting government contracts or subcontracts, Conduent employees shall comply with all government contracting laws and regulations. All products and services delivered must meet the agreed upon specifications and Conduent's own high standards of quality and integrity.

- Conduent independently and unilaterally determines the prices and terms of sale of our products and services. Employees shall not make any agreement with a competitor affecting the prices, terms or conditions of sale of Conduent products or services in relation to those of a competitor. Employees shall not make any agreement with
a competitor affecting bids, terms of bids or the decision to bid. Employees shall not exchange information with respect to prices, cost or other aspects of competition with any Conduent competitor. Employees engaged in trade association activity or any standard-setting activity shall consult with the Law Department before and during any such involvement.

- Requiring and/or agreeing to mandatory reciprocal trading are contrary to Conduent's business practices. It is against Conduent policy to enter into a business relationship with a customer that requires Conduent to purchase the customer's products or services as a contractual condition for the customer to purchase Conduent products or services. Likewise, purchasing decisions should not be made predicated on the condition that the supplier agrees to use Conduent products or services. Sourcing decisions should generally be made on the basis of quality, price and the supplier's level of service/reliability. However, since customer relationships are vital to Conduent's success, purchasing decisions may, where appropriate, give consideration to customer relationships as a favorable factor, among others. Purchasing personnel should seek management consideration and consultation with the Law Department in these situations.

- Employees shall not use or disclose Conduent proprietary information and trade secrets other than as required by Conduent to conduct business on behalf of the Company. Employees shall take all reasonable precautions, including proper information classification, and security of electronic devices that contain or access such information to assure that Conduent internal information, or information that has been entrusted to Conduent by third parties (such as customers, suppliers, resellers, dealers, and distributors) is not disclosed inside or outside of Conduent. Employees shall perform their employment duties for Conduent without relying on, or otherwise using, downloading, or storing at a Conduent facility, or on its computing resources, trade secret information of another company, unless authorized by the other company.

- Conduent employees must respect the privacy rights of all Conduent employees relative to their own personal information. Conduent employees must comply with all applicable laws concerning employee privacy rights.

- Conduent conducts our business with great respect for human rights. Our support for these principles is embedded in our Human Rights Policy, our Code of Business Conduct, our position on labor relations, our employment practices, our relationships with suppliers and in how we build our business in emerging markets. We have no tolerance for any violation of basic human rights relative to our business operations, including strict prohibition of engaging in any form of human trafficking.

- Conduent is committed to protecting the environment and the health and safety of its employees, customers and the communities where we do business. Conduent will operate in a manner that conserves natural resources and will comply with all laws regulating these matters.

- Conduent promotes high standards of ethical conduct throughout our supply chain. Conduent managers shall create an atmosphere conducive to compliance with the letter and spirit of this Global Ethics Policy and supporting Company policies and practices. Operating companies, groups, divisions and subsidiaries shall adopt practices appropriate to their business units in support of this Global Ethics Policy. These supporting practices shall include cascading the Conduent Code of Business Conduct and training to all employees. All business units shall
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Conduent appoints Business Ethics and Compliance Officers to develop, maintain, and communicate the appropriate business practices within their units to assure adherence to Conduent’s Business Ethics policies.

All employees must immediately report to the Ethics Office or Human Resources, all policy violations, inadvertent or otherwise, that become known to them, including suspected violations of the Company’s policies, Code of Business Conduct, or business or internal control processes. Some examples of suspected policy violations that should always be reported include, but are not limited to, matters involving fraud (e.g., deceptive practices and other irregularities in internal controls such as in auditing, accounting or financial reporting), inappropriate disclosures, use or other breach of Conduent confidential/trade secret information, breach of non-competition and/or non-solicitation agreements, breach of intellectual property rights, improper practices/improper payments and/or a suspected violation of the Foreign Corrupt Practices Act, insider trading, and regulatory noncompliance (e.g., violation of the Sarbanes Oxley Act, SEC rules or similar governance/oversight regulations).

Conduent promptly addresses and determines appropriate corrective actions on all policy and practice violations. Violations of this policy or any associated laws and regulations may result in disciplinary action, up to and including termination. Additionally, culpable individuals may face civil and criminal liability for corporate misconduct.

The Company does not tolerate any form of retaliation against any employee who, in good faith, reports or participates in the investigation of a suspected violation. Abuse of the Ethics Helpline or another reporting process to intentionally harass someone or to knowingly file false information is a violation of Conduent policy and will not be tolerated.

Employees who have questions about this Global Ethics Policy or its supporting Company policies and practices may refer to the Conduent Code of Business Conduct. Additional resources are also available to employees:

- For general questions employees can contact their manager, Human Resources or the Law Department.
- For questions about conflicts of interest and outside business interests, employees should contact their manager or Human Resources.
- For questions and suspected ethics or compliance violations and concerns employees should contact the Conduent Ethics Helpline available at www.conduent.com/ethicshelpline or via 844-330-0221 in Canada and the U.S. Toll-free numbers and detailed dialing instructions are available at the external Ethics Program Web site: www.conduent.com/ethics.