

Risk Oversight Committee Charter

The Board of Directors (the “Board”) of Conduent Incorporated (the “Company”) recognizes the importance of oversight of the Company’s risk governance structure. To further those objectives, it has formed the Risk Oversight Committee (the “Committee”) with the purpose, composition, authority, and duties and responsibilities, as follows:

Purpose

The purpose of the Committee is to assist the Board in fulfilling its corporate governance responsibilities with regard to the evaluation and oversight of the Company’s risk management framework and associated guidelines, policies and processes. The Committee has overall responsibility for monitoring and approving the material risk policies of the Company.

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 of whom 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, and qualify as “non-employee directors” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended. The Chairperson of the Committee shall be designated by a majority vote of the entire 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 a 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 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, officers or employees 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 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. Oversee the Company's Enterprise Risk Management Program (ERM), and, at least annually, preview the ERM assessment for subsequent review by the Board;
2. Oversee the development, implementation and operation of policies necessary to identify, assess, monitor and manage all categories of enterprise risk, including strategic, operational, technology and compliance;
3. Oversee and monitor the material risk management policies of the Company's operations;
4. Oversee and monitor the Company's risk management framework;
5. Discuss with the Audit Committee and management the Company's major risk exposures, including operational, compliance, strategic, privacy, cybersecurity, technology, business continuity, third party risks, legal and regulatory risks, any emerging risks, the Company's policies with respect to risk assessment and risk management, and the steps management has taken to monitor and control these exposures. Without limiting the generality of the foregoing, the Committee shall meet at least quarterly with management regarding the strategy for monitoring and maintaining information security;
6. Assist in the Board's oversight of the role of technology in executing the Company's strategy and supporting the Company's business and operational requirements;
7. Oversee the Company's technology risk management;
8. Receive and review periodic reports from the Company's Chief Information Officer concerning the Company's technology infrastructure and the quality and effectiveness of the Company's information technology systems and processes;
9. Report as necessary to the Board whenever any material risks are identified and any proposed next steps;
10. Coordinate with other committees of the Board regarding the oversight of risks, as appropriate;
11. Evaluate significant risk exposures of the Company and assess management's actions to mitigate the exposures in a timely manner;
12. Review at least annually with the Company's Global Head of Ethics and Chief Compliance Officer the implementation and effectiveness of the Company's ethics and compliance program, including the process for monitoring compliance with the ethics codes and the Company's annual ethics training program. The Company's Global Head of Ethics shall have the authority to communicate personally to the Committee promptly on any matter involving criminal conduct or potential criminal conduct that poses a substantial risk to the Company;

13. Receive and review quarterly (and more often as necessary) reports from the Chief Risk Officer concerning, among other things, any potential material issues regarding: the Company's risk management framework, policies or compliance with applicable laws, and the Company's contracts and relationships with its vendors, including the Company's ability to perform adequately under those contracts, and the risk of nonpayment and/or fines associated with any inability to perform under the contracts;
14. Review at least annually the effectiveness of the Company's internal controls over its compliance and management risks, with the assistance of the Chief Risk Officer, General Counsel and the Chief Compliance Officer, and review proposed changes to the Company's policies and internal controls as necessary;
15. For the purposes of effectively assessing transaction risk, 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.
16. For the purposes of effectively assessing transaction risk, 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.
17. 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;
18. Review annually the Committee's own performance and report the results of such review to the Board; and
19. The Chairperson 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 and such other matters as the Board shall from time to time specify.