

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Goodburn Giles Andrew</u>  (Last) (First) (Middle) 100 CAMPUS DRIVE SUITE 200  (Street) FLORHAM NJ 07932 PARK  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/02/2025	3. Issuer Name and Ticker or Trading Symbol <u>CONDUENT Inc [ CNDT ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Chief Financial Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	317,370 <sup>(1)(2)(3)(4)(5)(6)(7)</sup>	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

**Explanation of Responses:**

- Shares owned outright: 147,698.
- Shares awarded: (A) 124,131 restricted stock units (RSUs), which will convert into an equivalent number of shares of Conduent Incorporated common stock upon vesting, which include (i) 16,035 RSUs remaining of original grant awarded on April 1, 2023, 1/3 that vested on December 31, 2023, 1/3 that vested on December 31, 2024 and the remaining 1/3 that vests on December 31, 2025; (ii) 28,033 RSUs remaining of original grant awarded on April 1, 2024, 1/3 that vested on December 31, 2024 and the remaining that vest in equal amounts on December 31, 2025 and December 31, 2026; (iii) 24,509 RSUs granted on July 31, 2024, that vest in equal installments on July 31, 2025 and July 31, 2026; (iv) 55,554 RSUs granted on April 1, 2025, that vest in equal 1/3 installments on December 31, 2025, December 31, 2026 and December 31, 2027;
- (B) 11,182 Performance Restricted Stock Units Relative Total Shareholder Return 2023 awards (2023 PRSU-rTSR awards); Award of performance restricted stock units (RSUs) that can only be settled in Common Stock. The 2023 PRSU-rTSR award will cliff vest on December 31, 2025, subject to Conduent Incorporated's total shareholder return compared to its proxy peer group (rTSR) meeting certain thresholds. If Conduent Incorporated's rTSR achieves the 25th percentile (or higher) for the period April 1, 2023 through December 31, 2025, the shares will vest on December 31, 2025 and be adjusted and settled according to the following performance (with linear interpolation between points): 25th Percentile ranking is 50% payout; Median percentile ranking is 100% payout; and 75th percentile is 150% payout.
- The vested shares are paid out within 60 days following the vesting date. The 2023 PRSU-rTSR award adjustment is capped at (i) 100%, if Conduent Incorporated's total shareholder return is negative, and (ii) 6x the fair market value of the target number of PRSUs on the date of grant. (C) 12,885 Performance Restricted Stock Units Relative Total Shareholder Return 2024 awards (2024 PRSU-rTSR awards); Award of PRSUs that can only be settled in Common Stock. The 2024 PRSU-rTSR award will cliff vest on December 31, 2026, subject to Conduent Incorporated's total shareholder return compared to its proxy peer group (rTSR) meeting certain thresholds.
- If Conduent Incorporated's rTSR achieves the 25th percentile (or higher) for the period April 1, 2024 through December 31, 2026, the shares will vest on December 31, 2026 and be adjusted and settled according to the following performance (with linear interpolation between points): 25th Percentile ranking is 50% payout; Median percentile ranking is 100% payout; and 75th percentile is 150% payout. The vested shares are paid out within 60 days following the vesting date. The 2024 PRSU-rTSR award adjustment is capped at (i) 100%, if Conduent Incorporated's total shareholder return is negative, and (ii) 6x the fair market value of the target number of PRSUs on the date of grant.
- (D) 21,474 Performance Restricted Stock Units Relative Total Shareholder Return (2025 PRSU-rTSR awards); Award of PRSUs that can only be settled in Common Stock. The 2025 PRSU-rTSR award will cliff vest on December 31, 2027, subject to Conduent Incorporated's rTSR meeting certain thresholds.
- If Conduent Incorporated's rTSR achieves the 25th percentile (or higher) for the period April 1, 2025 through December 31, 2027, the shares will vest on December 31, 2027 and be adjusted and settled according to the following performance (with linear interpolation between points): 25th Percentile ranking is 50% payout; Median percentile ranking is 100% payout; and 75th percentile is 150% payout. The vested shares are paid out within 60 days following the vesting date. The 2025 PRSU-rTSR award adjustment is capped at (i) 100%, if Conduent Incorporated's total shareholder return is negative, and (ii) 4x the fair market value of the target number of PRSUs on the date of grant.

**Remarks:**

/s/Michael Krawitz, attorney-in-fact 05/12/2025  
 \*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

## POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Michael Krawitz and Michael Fisherman as the undersigned's true and lawful attorneys-in-fact, with full powers to act alone, to execute and file with the Securities and Exchange Commission and any stock exchange or similar authority one or more beneficial ownership reports and any and all amendments thereto, together with any and all exhibits relating thereto including this Power of Attorney, in the name and on behalf of the undersigned, disclosing the undersigned's beneficial ownership of securities of Conduent Incorporated (the "Company"), in connection with Section 16 and any other provisions of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder (the "SEC Rules"), which reports, amendments and exhibits shall contain such information as any of Michael Krawitz and Michael Fisherman deem appropriate. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform each and every act and thing whatsoever that said attorney or attorneys may deem necessary or advisable to carry out fully the intent of the foregoing as the undersigned might or could do personally. The undersigned acknowledges that none of the foregoing attorneys-in-fact, in serving in such capacity, which the undersigned acknowledges is at the request of the undersigned, is assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with the SEC Rules. This Power of Attorney shall remain in full force and effect with respect to each of the foregoing attorneys-in-fact until the undersigned is no longer required to file any of the aforementioned reports under the SEC Rules, unless earlier revoked by the undersigned in a signed writing delivered to the applicable attorney-in-fact. This Power of Attorney revokes, replaces and supersedes all prior Powers of Attorney related to the filings under the SEC Rules with respect to the undersigned's holdings and transactions in securities relating to the Company.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of the 2<sup>nd</sup> day of MAY, 2025.



[Signature]

[Name] GILES GOODBURN

