Conduent Investor Deck

November 2022

Cautionary Statements

CONDUENT

Forward-Looking Statements

This document contains "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. The words "anticipate," "believe," "estimate," "expect," "plan," "intend," "will," "aim," "should," "could," "forecast," "target," "may," "continue to," "if," "growing," "projected," "potential," "likely," and similar expressions, as they relate to us, are intended to identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. All statements other than statements of historical fact included in this presentation are forward-looking statements, including, but not limited to, statements regarding our financial results, condition and outlook; changes in our operating results; general market and economic conditions; our plans to separate the Transportation business to unlock additional value; expectations regarding our clients continuing to seek business process outsourcing capabilities to increase efficiency, enhance customer experience and improve performance; our belief that we are strongly positioned as a partner of choice; our expectations regarding segment growth in 2022, including all statements made under the section captioned "Commercial & Transportation positioned for growth in 2022"; and our projected financial performance for the full year 2022, including all statements made under the section captioned "FY 2022 Outlook" within this presentation. In addition, all statements regarding the proposed separation of the Transportation business, anticipated effects of the novel coronavirus, or COVID-19, pandemic and the responses thereto, including the pandemic's impact on general economic and market conditions, as well as on our business, customers, and markets, results of operations and financial condition and anticipated actions to be taken by management to sustain our business during the economic uncertainty caused by the pandemic and related governmental and business actions, as well as other statements that are not strictly historical in nature, are forward looking. These statements reflect our current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those expressed or implied herein as anticipated, believed, estimated, expected or intended or using other similar expressions.

In accordance with the provisions of the Litigation Reform Act, we are making investors aware that such forward-looking statements, because they relate to future events, are by their very nature subject to many important factors and uncertainties that could cause actual results to differ materially from those contemplated by the forward-looking statements contained in this presentation, any exhibits to this presentation and other public statements we make. Our actual results may vary materially from those expressed or implied in our forward-looking statements.

Important factors and uncertainties that could cause our actual results to differ materially from those in our forward-looking statements include, but are not limited to: the significant continuing effects of the ongoing COVID-19 pandemic on our business, operations, financial results and financial condition, which is dependent on developments which are highly uncertain and cannot be predicted; government appropriations and termination rights contained in our government contracts; our ability to renew commercial and government contracts, including contracts awarded through competitive bidding processes; our ability to recover capital and other investments in connection with our contracts; our reliance on third-party providers; our ability to deliver on our contractual obligations properly and on time; changes in interest in outsourced business process services; risk and impact of geopolitical events, natural disasters and other factors (such as pandemics, including coronavirus) in a particular country or region on our workforce, customers and vendors; claims of infringement of third-party intellectual property rights; our ability to estimate the scope of work or the costs of performance in our contracts; the loss of key senior management and our ability to attract and retain necessary technical personnel and qualified subcontractors; increases in the cost of telephone and data services or significant interruptions in such services; our failure to develop new service offerings and protect our intellectual property rights; our ability to modernize our information technology infrastructure and consolidate data centers; the failure to comply with laws relating to individually identifiable information and personal health information; the failure to comply with laws relating to processing certain financial transactions, including payment card transactions and debit or credit card transactions; breaches of our information systems or security systems or any service interruptions; our ability to comply with data security standards; changes in tax and other laws and regulations; risk and impact of potential goodwill and other asset impairments; our significant indebtedness; our ability to obtain adequate pricing for our services and to improve our cost structure; our ability to collect our receivables, including those for unbilled services; a decline in revenues from, or a loss of, or a reduction in business from or failure of significant clients; fluctuations in our non-recurring revenue; our failure to maintain a satisfactory credit rating; our ability to receive dividends or other payments from our subsidiaries; developments in various contingent liabilities that are not reflected on our balance sheet, including those arising as a result of being involved in a variety of claims, lawsuits, investigations and proceedings; conditions abroad, including local economics, political environments, fluctuating foreign currencies and shifting regulatory schemes; changes in government regulation and economic, strategic, political and social conditions; volatility of our stock price; uncertainty regarding whether the proposed separation of the Transportation business will be commenced or completed and the timing and value of such transaction; and the risk of litigation following a decline in the price of our stock; and other factors that are set forth in the "Risk Factors" section, the "Legal Proceedings" section, the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section and other sections in our Annual Reports on Form 10-K, as well as in our Quarterly Reports on Form 10-Q and Current Reports on Form 8-K filed with or furnished to the Securities and Exchange Commission. Any forward-looking statements made by us in this presentation speak only as of the date on which they are made. We are under no obligation to, and expressly disclaim any obligation to, update or alter our forward-looking statements, whether as because of new information, subsequent events or otherwise.

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A Bit About Our Company…

"We are a diversified Business Process Services, Customer Experience and Transportation Company offering products, services and solutions across thousands of clients in the commercial and government space. We have clients in virtually every industry from Healthcare to Travel to Aerospace. We bring these offerings to our clients and their end-users through state-of-the-art technologies and 60,000 professional associates – both domestic and international. Over the course of the last two years, we've made tremendous progress in improving top-line revenue, new business signings, quality and efficiency… and we are clearly on a growth trajectory."

- Cliff Skelton, President & CEO

3 out of 4
U.S. insured lives are touched by Conduent

Nearly 9 million
tolling transactions processed daily in our Transportation business, representing >40% of US tolling

3.5 billion+
Documents captured, indexed and classified annually

45%
of U.S. SNAP payments processed by Conduent

Over 1.3 billion
Customer service interactions per year across multiple industries

10 million
Employees supported through HR services worldwide

A Resilient Company on a Path to Growth

CONDUENT

INDUSTRY LEADER	IMPROVED FUNDAMENTALS	RESILIENT BUSINESS	ATTRACTIVE BUSINESS MODEL
✓ Leading provider in various commercial, government and transportation services ✓ Scale and marquee customers across industries ✓ Relationships with majority of Fortune 100 companies	✓ Improved client retention, client delivery and associate engagement ✓ Improved new business signings and account management ✓ Standardization, process improvement and efficiency programs established ✓ Significant improvement in technology uptime and operational effectiveness	✓ Strong balance sheet, 2.0x net leverage, \$420M cash(1) ✓ Diverse portfolio allowing for stability in varying market conditions ✓ Nimble and responsive business continuity and risk team	✓ Mission-critical services and solutions in support of millions of end-users ✓ Significant portion of contracted and recurring revenue ✓ Long, multi-year client relationships with high switching costs ✓ Expected increase in FCF conversion over time

(1) Leverage and cash figure as of 12/31/21.

Among the Largest Global Business Services Companies

CONDUENT

Commercial	Government	Transportation
Description: We automate and streamline operations through our deep industry experience and technology solutions, driving efficiencies, increasing compliance and enhancing end-user experience.	**Description:** We deliver services and solutions to local, state and federal governments to reduce costs, increase program participation, and improve compliance, while providing intuitive, easy-to-use tools for government agencies and citizens.	**Description:** We deliver mobility and payment solutions that improve automation, interoperability, and decision-making to streamline operations, increase revenue, and reduce congestion while creating safer communities and seamless travel experiences for consumers.
Core Offerings: Customer Contact Services; Multichannel Communications; Financial Industry Solutions; Legal, Compliance & Analytics; HR & Learning Solutions; Casualty Claims Solutions; Document Management; Finance, Accounting & Procurement; Payer; Pharma & Life Sciences	**Core Offerings:** Child Support; Eligibility and Enrollment; Government Healthcare Solutions; Payments; Federal and State Services	**Core Offerings:** Road Usage Charging; Transit; Curbside Management; Public Safety
% of Revenue ~50%	**% of Revenue** ~30%	**% of Revenue** ~20%

Total 2021 Revenue of $4.14B

Diverse Base of Clients by Revenue

CONDUENT

Client Overview by Segment

Commercial	**4 of the top 5** automakers & **8 of the top 10** U.S. banks in BPS **17 of the top 20** U.S. health insurers & **7 of the top 10** pharma companies in health care offerings
Government	Partners in **47 states** **150+** govt payment programs in 36 states **49M** Medicaid recipients supported
Transportation	**48%** of the transactions of the Top 100 U.S. tolling agencies

~340 >$1M in Revenue Clients

80% of the Fortune 100

Q3'22A Client Statistics (% of Revenue)

Top 5 Clients 14%

Top 20 Clients 38%

Top 50 Clients 58%

73 of Top 100 Commercial Clients buy multiple lines of business

No client represents more than 7.5% of revenues

Foundationally Sound and Well-Positioned for Growth

CONDUENT

Addressing Legacy Issues	Course Correction	Stabilization	Growth
2017-2019	**2020**	**2021**	**2022 – 2025**

2017-2019 — Addressing Legacy Issues

- ✓ Exited unprofitable businesses
- ✓ Optimized headcount
- ✓ Streamlined accounts
- ✓ Reduced real-estate footprint
- ✓ Decreased leverage

2020 — Course Correction

- ✓ Operational improvements
  - ✓ Improved technology uptime
  - ✓ Increased security
  - ✓ Enhanced risk management
- ✓ Higher client retention
- ✓ Hired executive talent
- ✓ Grew sales performance
- ✓ Increased employee retention
- ✓ Increased client loyalty

2021 — Stabilization

- ✓ Continued improvements across:
  - ✓ Talent
  - ✓ Organizational Design
  - ✓ Culture
  - ✓ Quality
  - ✓ Sales
  - ✓ Financial Reporting & Governance
  - ✓ Technology
- ✓ Refinancing the capital structure
- ✓ Positive TCV growth, enhanced pipeline trends

2022 – 2025 — Growth

- ✓ Further centralization of operations
- ✓ Continued focus on culture, attrition, and D&I
- ✓ End-to-end client process improvement and tuck-in opportunities
- ✓ Further enhance sales and go-to-market through client cross-sells and adjacencies
- ✓ Continuous operations process improvement
- ✓ Continued data center migration, network resiliency and modernization work
- ✓ Investment in enterprise systems and consolidations
- ✓ Automation and AI
- ✓ Inorganic opportunities considered

Recent Corporate Social Responsibility Highlights

CONDUENT

Environmental

- Strong actions in reducing our carbon footprint:
  - Reduced real estate footprint by over 55% since 2017
  - 22% of grid energy used comes from renewable sources
  - Reduced Scope 2 CO_2 emissions by 32% since 2019
- Recycled more than 69M pounds of paper since 2017
- Responsibly disposed, and recycled where able, 36,766 pieces of e-waste in 2021
- CDP Climate Change Questionnaire Score puts us on par with our peer group in North America
- Our solutions enable key ESG outcomes including:
  - Driving environmental impact and promoting sustainable cities
  - Alleviating poverty and hunger
  - Contributing to wellbeing and decent work

Social

- Forbes magazine's "America's Best 500 Employers for Diversity 2021 and 2022"
- Comparably designation as Best Company for Diversity
- Comparably designation as Best Company for Women
- Awarded first "Best Places to Work" Designation by Human Rights Council's Corporate Equality Index in the US and Mexico
- Newsweek – "Most Loved Workplaces"
- Disability Equity Index – Best places to Work for Disability Inclusion
- New D&I Learning Pathway launched
- Signed Pledge to CEO Action for Diversity and Inclusion
- More than doubled membership in Employee Impact Groups
- Added an 8^{th} EIG, Generations, to ensure the needs of Associates across age groups and tenures are being considered
- Delivered 100+ cultural engagement activities
- Deployed 2500+ professional development hours to serve the unique needs of our Associates
- 25% of spend is with diverse suppliers today
- Our business has many social impacts given that we deliver essential services for our clients and millions who count on them:
- Getting benefit dollars into the hands of those who needed them via electronic payment cards
- Supporting employees with benefit administration and help center services
- Enabling seamless travel for public transit and toll roads, including contactless payments
- Helping insurance plan members through healthcare bill review and claims administration
- Supporting consumers with effective and empathetic multichannel assistance
- Conduent's Healthy Communities Institute provided data and actionable insights on health equity to over 100 communities through our technology and consulting

Governance

- Comprehensive cross-functional ESG program and steering committee with board oversight
- Ongoing transparency and reporting on ESG topics including disclosure of ESG data aligned with SASB Standards and TCFD Recommendations
- Diverse and independent Board of Directors and dedicated CSR & Public Policy Committee
- Expanded our existing energy and conservation policy to a more inclusive environmental policy to include reducing our emissions and improving waste management practices
- Expanded Human Rights Policy to include risk assessments and audits throughout our value chain and developing supplier accountability
- Strong data privacy policies and practices including mandatory training

Operational Highlights & Recognition

Continued operational excellence

Strengthened SLA Performance

Strong associate engagement with hybrid work model

Client-first routines

Significantly improved uptime

Continue to build inclusive culture

Client

- **Increase in Client Satisfaction 3 Years in a Row**
- **GM Supplier of the Year Award**
- **IBTTA Toll Excellence President's Award for Innovation**
- **Toyota Supplier Excellence Recognition**
- **ITS-NY Project of the Year Award for Thruway Cashless Tolling Implementation**
- **South Carolina Governor's Committee on Employment of People with Disabilities**

Industry Research

Recognized as a leader by the following;

- **NelsonHall**
- **Everest Group**
- **ISG**
- **Brandon Hall**
- **Gartner**

Culture

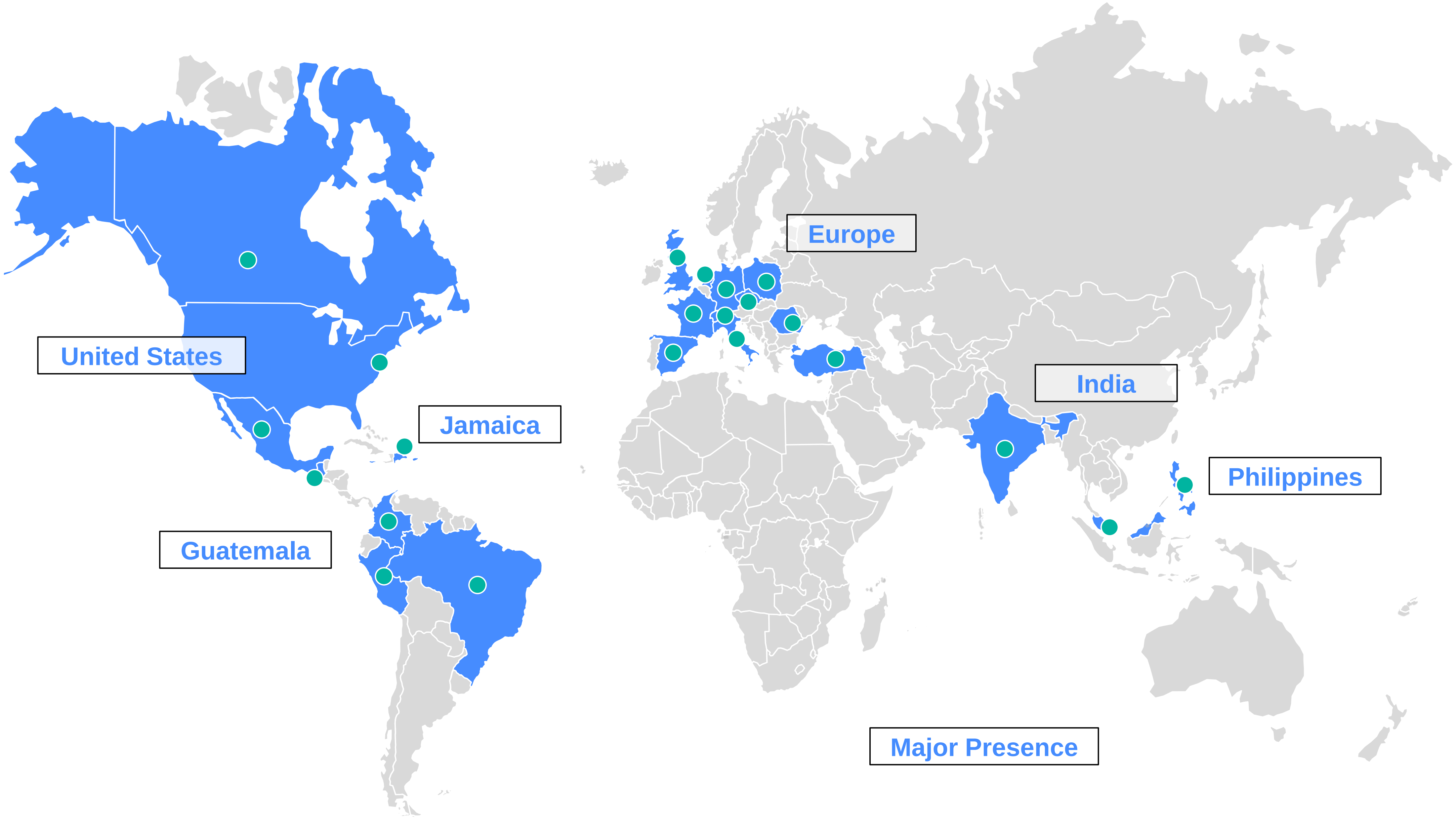
- **Forbes:** Best Employers for Diversity
- **Newsweek:** Top 100 Most Loved Workplaces
- **Comparably:** Best Company for Women; Best Company for Diversity; Best Global Culture; Best CEO for Diversity
- **HRC Foundation Corporate Equality Index:** Best Place to Work for LGBTQ Equality in the U.S. and Mexico

CONDUENT

Global Delivery Footprint Provides Efficiency and Scale

~60K
Employees

24
Countries



November 1, 2022

Conduent
Q3 2022
Earnings Results

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Q3 2022 Highlights

CONDUENT

Q3 Results / Metrics	• Adj.Revenue[1]: $977M • Adj. EBITDA[1] / Adj. EBITDA Margin[1]: $105M / 10.7% • New business signings ACV[2]: $191M • Net ARR Activity Impact (TTM)[2,3]: $70M
Q3 Highlights	• Strong sales quarter with expanded pipeline • ISG named Conduent a leader in Customer Experience in all four quadrants across Digital Operations, AI & Analytics, Work From Home and Social Media. • *Newsweek* named Conduent to its list of America's 100 Most Loved Workplaces 2022.

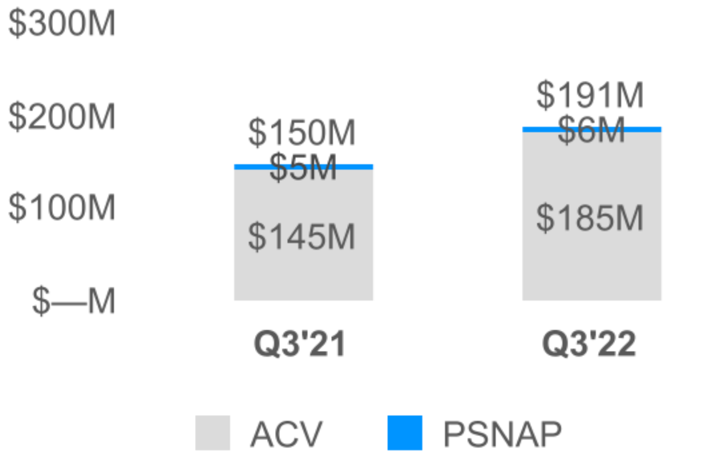
(1) Refer to Appendix for complete Non-GAAP reconciliations of Adjusted Revenue and Adjusted EBITDA/Margin.

(2) Full definition in the Appendix.

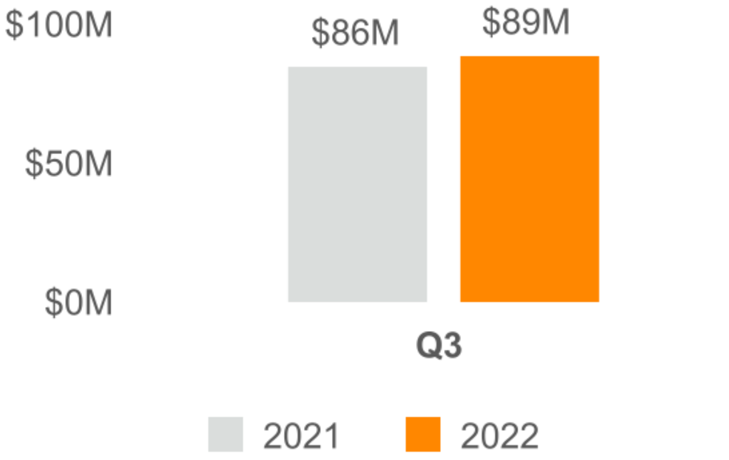
(3) Trailing Twelve Months.

Key Sales Metrics

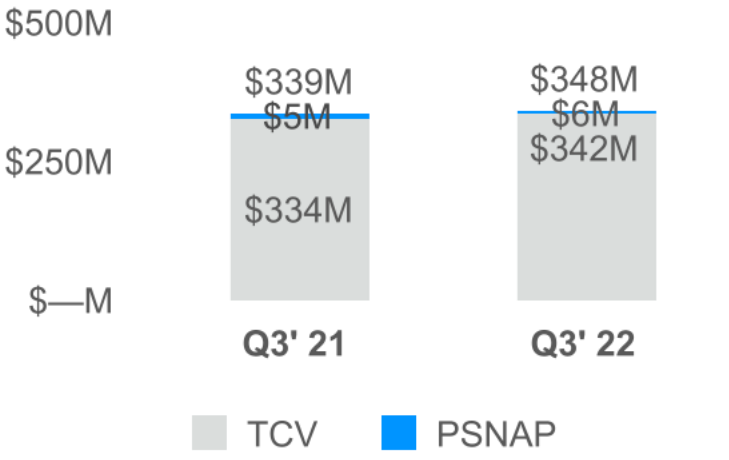
New Business ACV[1]



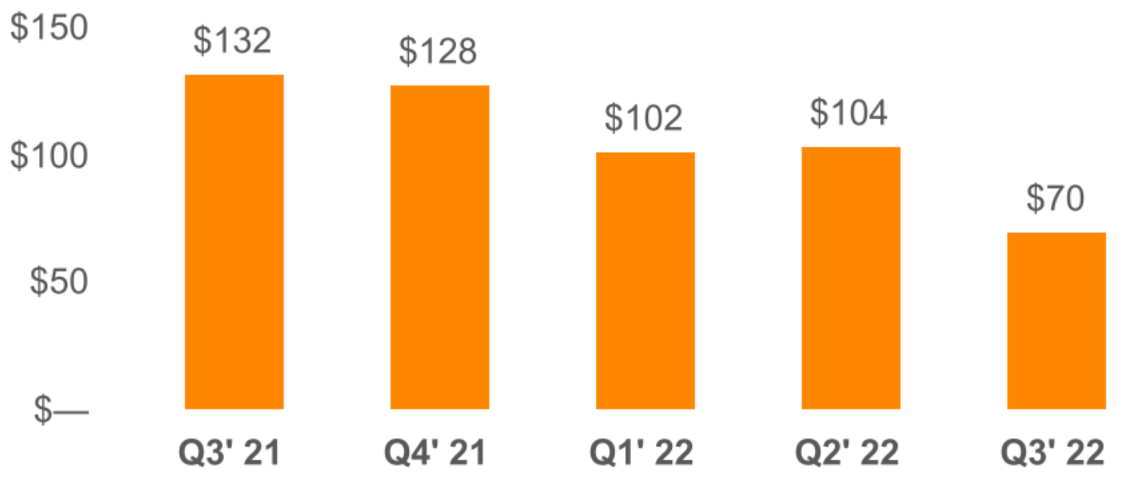
New Business ARR[1]



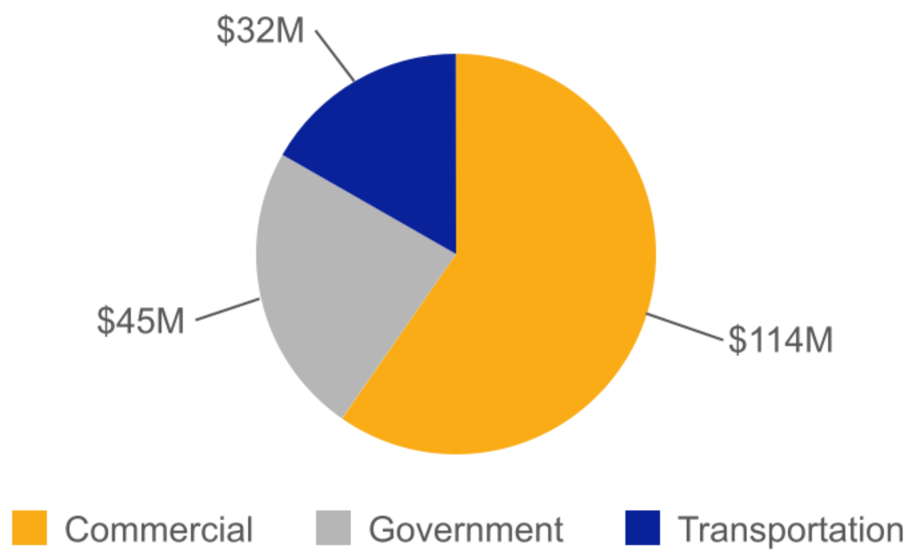
New Business TCV[1]



Net ARR Activity (TTM)[1,2]



Q3 New Business ACV[1] by Segment

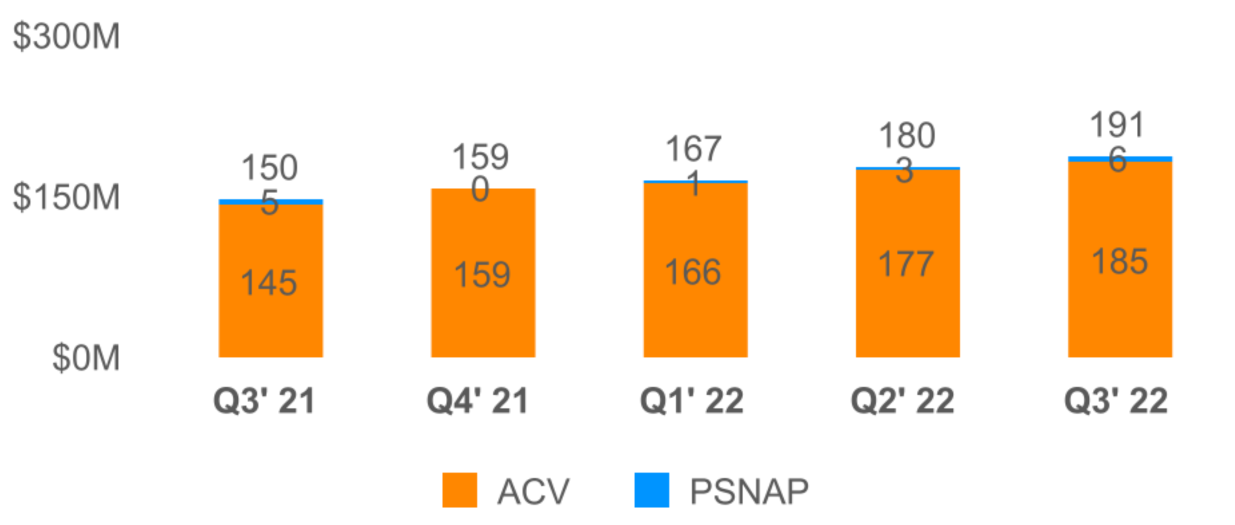


(1) Full definition in the Appendix.
(2) Trailing Twelve Months.

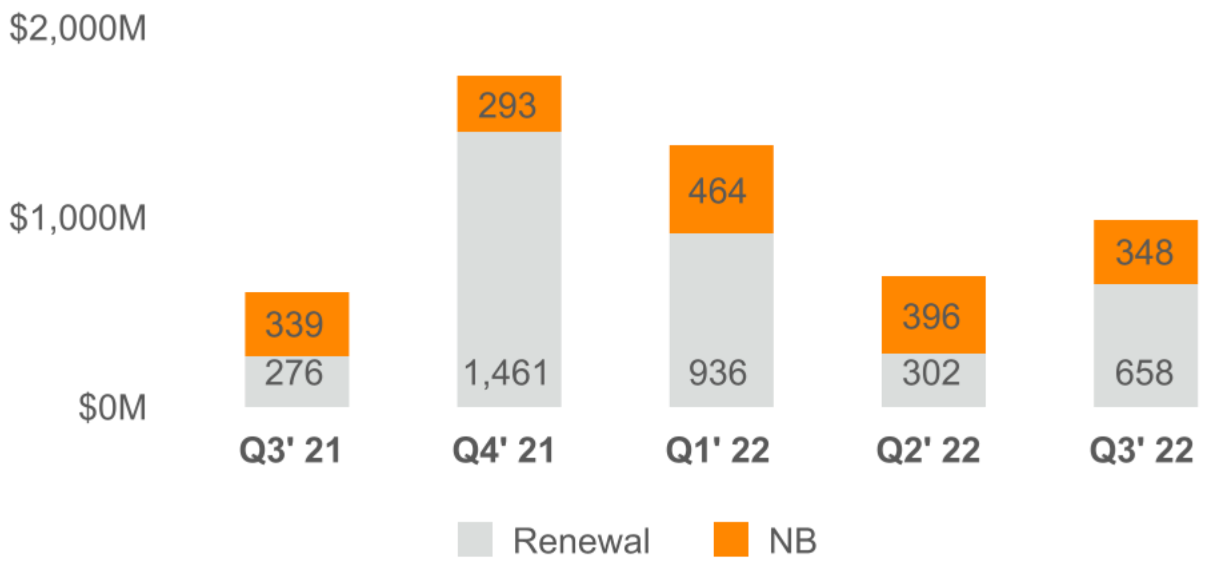
Key Sales Metrics Trends

CONDUENT

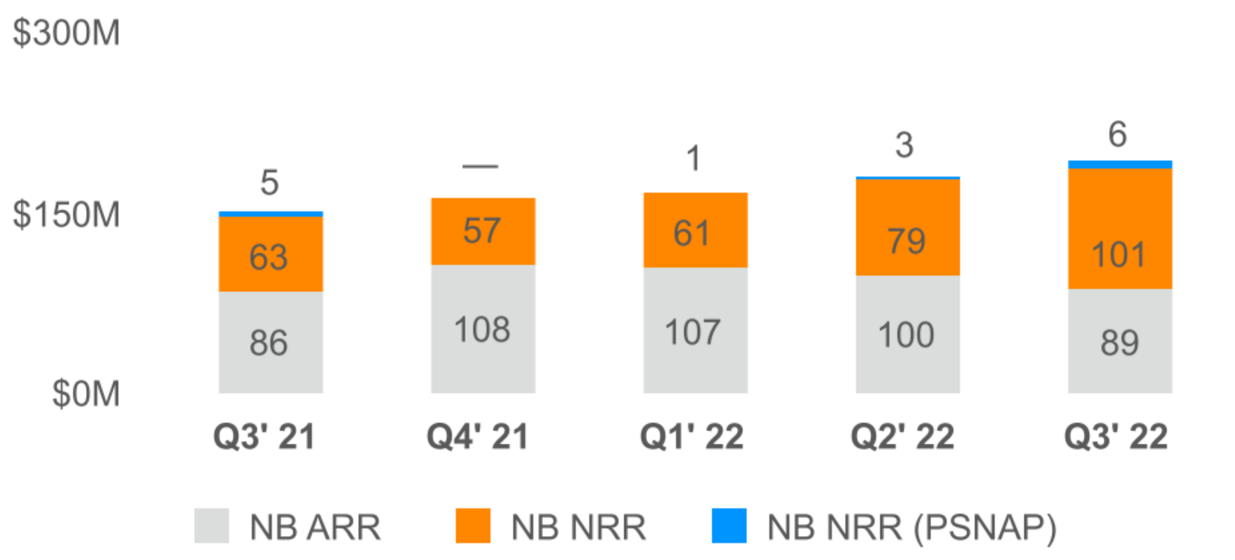
New Business ACV[1] Signings



TCV Signings (incl. ARR[1] + NRR[1])



New Business (ARR[1] + NRR[1] Breakdown)



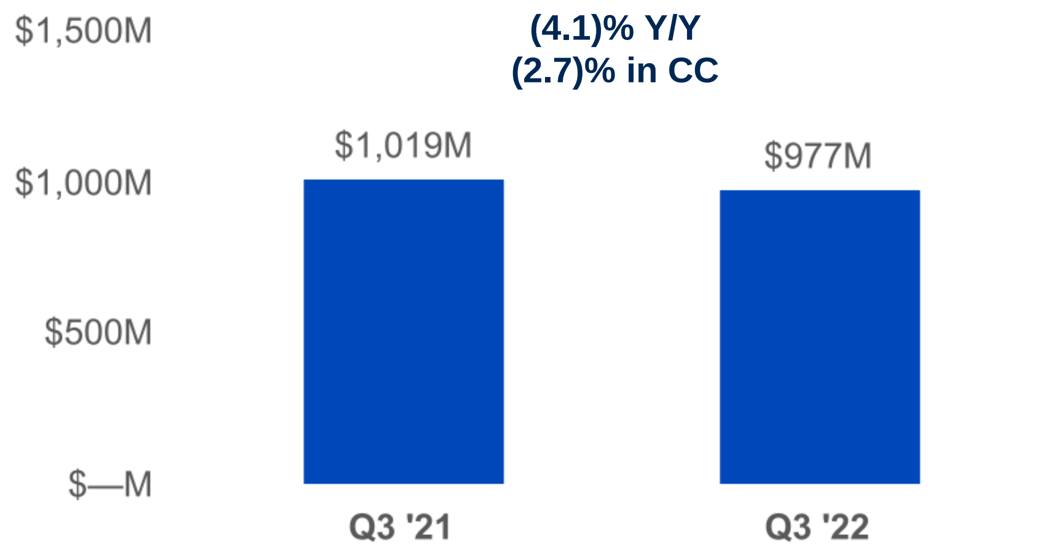
New Business ARR Avg. Contract Length

(1) Full definition in the Appendix.

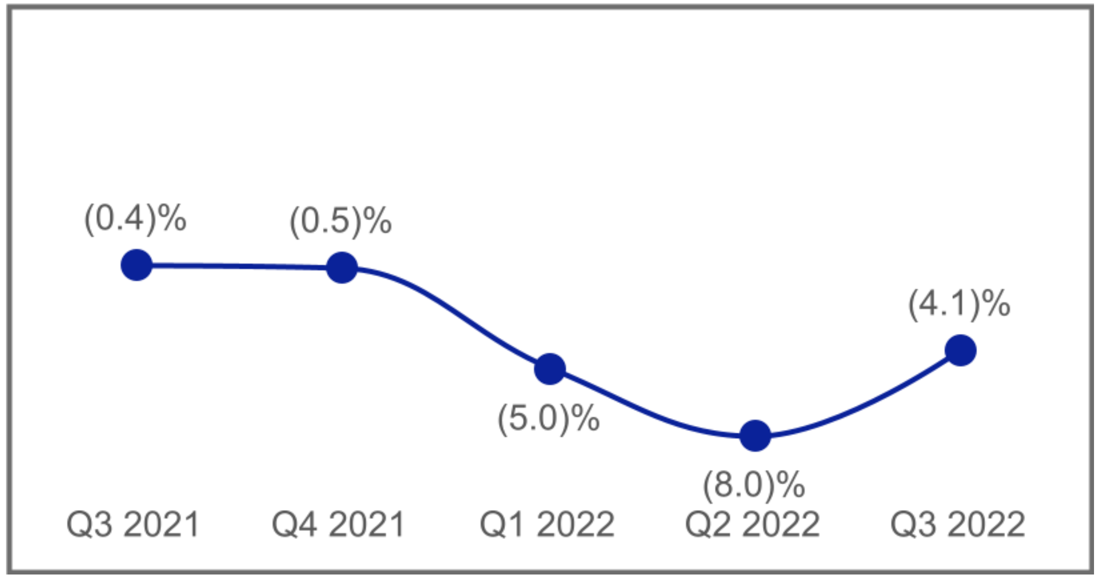
Q3 2022 P&L Metrics

CONDUENT

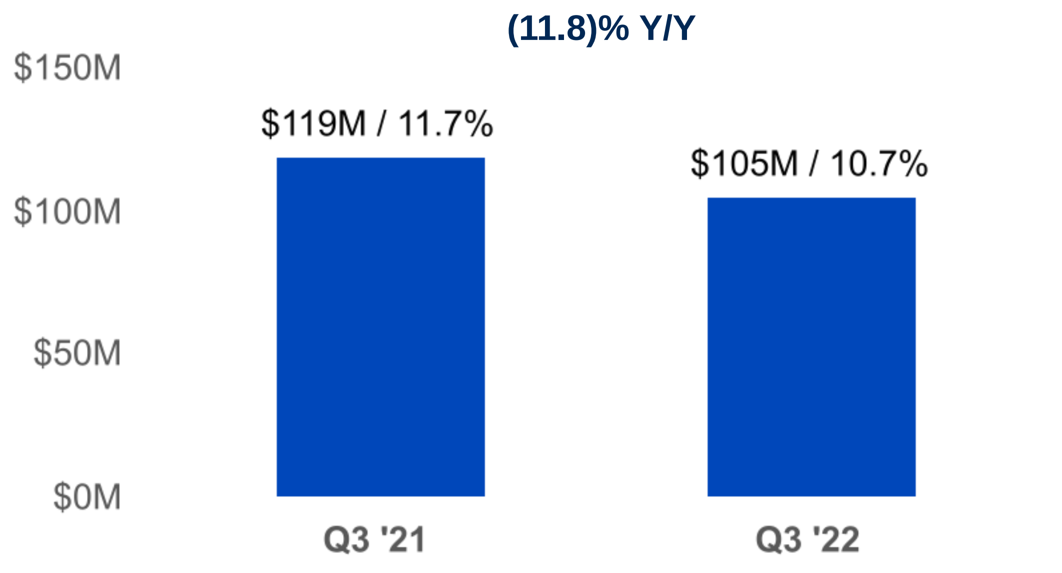
Adj. Revenue (1)



Adj. Revenue (1) Trend (Y/Y Compare)



Adj. EBITDA(1) / Margin

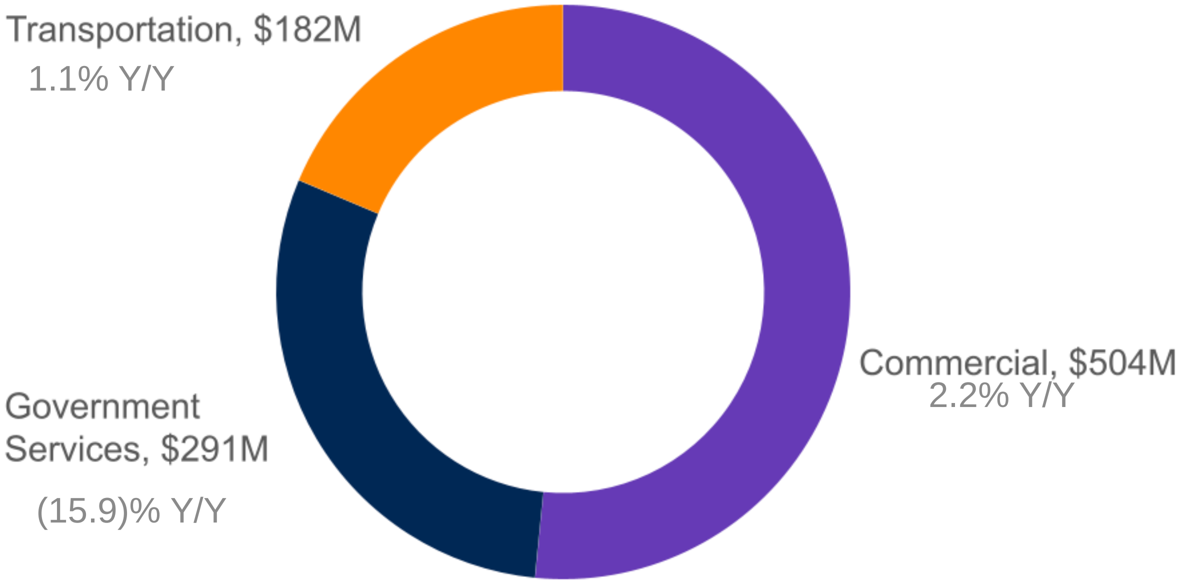


- **Adj. Revenue(1):** Decline driven by lower non-recurring stimulus payments volume and unfavorable exchange rate movement, partially offset by net new business ramp and a $15M revenue benefit from a large client contract. Excluding Government stimulus payments of $68M, adjusted revenue was up ~2.8%.
- **Adj. EBITDA(1):** Decline driven by the impact of lower Government stimulus and lost business, partially offset by a $15M revenue benefit from a large client contract and interest rate increases.
- **Adj. EBITDA Margin(1):** 10.7%, down (100) bps Y/Y

(1) Refer to Appendix for complete Non-GAAP reconciliations of Adjusted Revenue and Adjusted EBITDA/margin.

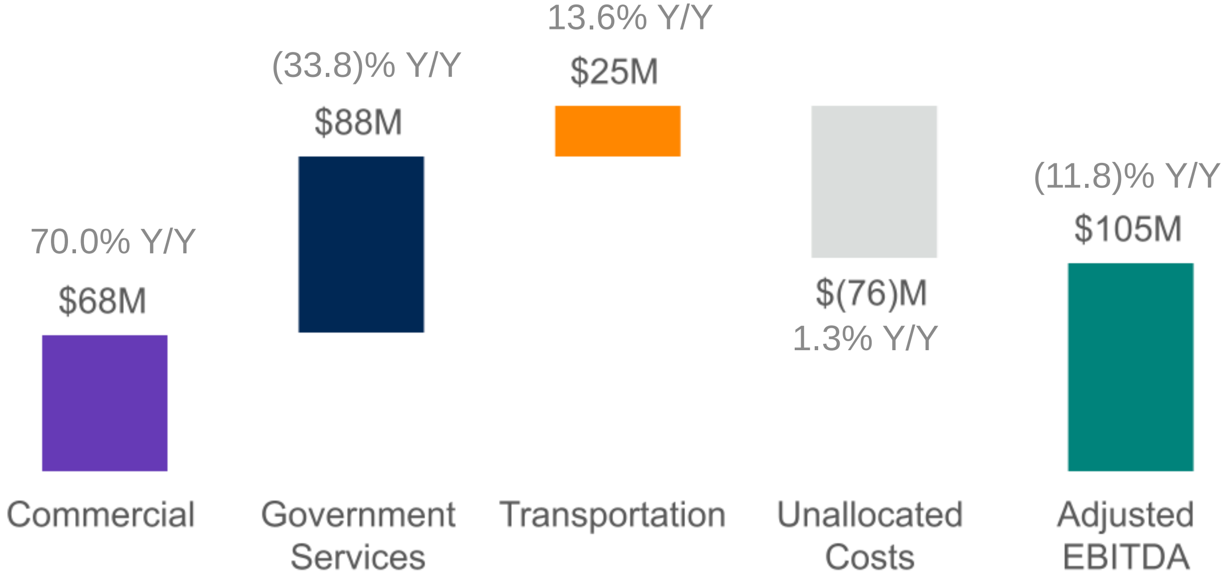
Q3 2022 P&L by Segment

Adj. Revenue [1]



- **Commercial**: Increase primarily driven by net new business and a $15M benefit from a large client contract, partially offset by lower volumes and unfavorable exchange rate movement.
- **Government**: Decline driven by non-recurring Stimulus payments volume (approx. $68M).
- **Transportation**: Slight increase primarily driven by new business ramp partially offset by unfavorable exchange rate movement.

Adj. EBITDA[1] Contributions



- **Commercial:** Increase driven by cost reductions from progress in our efficiency initiatives, higher interest rates and a $15M benefit from a large client contract; margin 13.5% up 540 bps Y/Y.
- **Government:** Reduction driven by loss of high margin non-recurring Stimulus payments volume; margin 30.2% down (820) bps Y/Y.
- **Transportation:** Increase mainly driven by progress in our efficiency initiatives; margin 13.7% up 150 bps Y/Y.

(1) Refer to Appendix for complete Non-GAAP reconciliations of Adjusted Revenue and Adjusted EBITDA/margin.

Q3 2022 Cash Flow and Balance Sheet

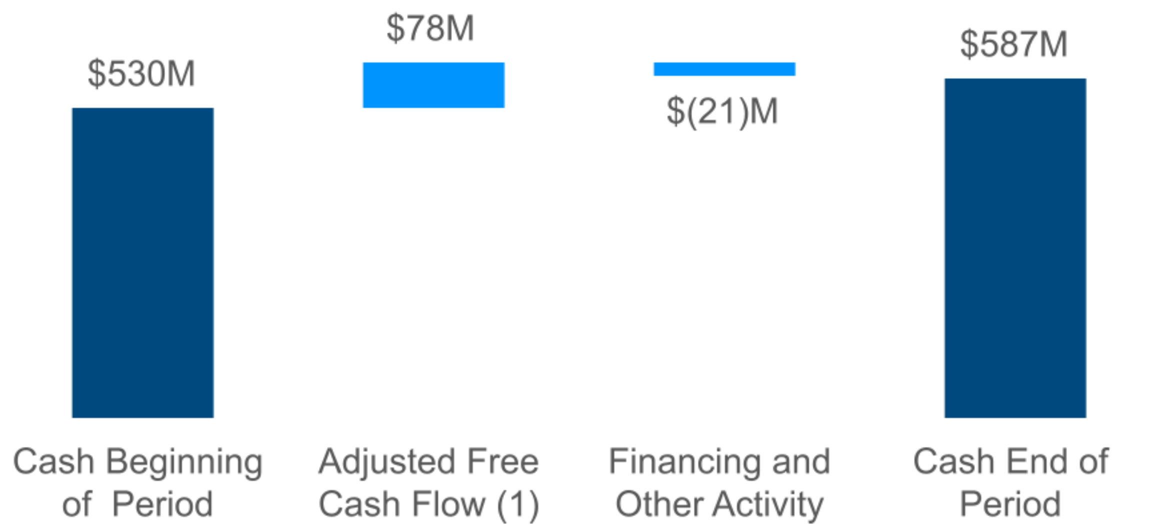
CONDUENT

- Adj. Free Cash Flow[1]: $78M
- Capex[6] as % of revenue: 2.8%
- Net adjusted leverage ratio[7]: 1.7x
- $587M of cash[2] at end of Q3 2022

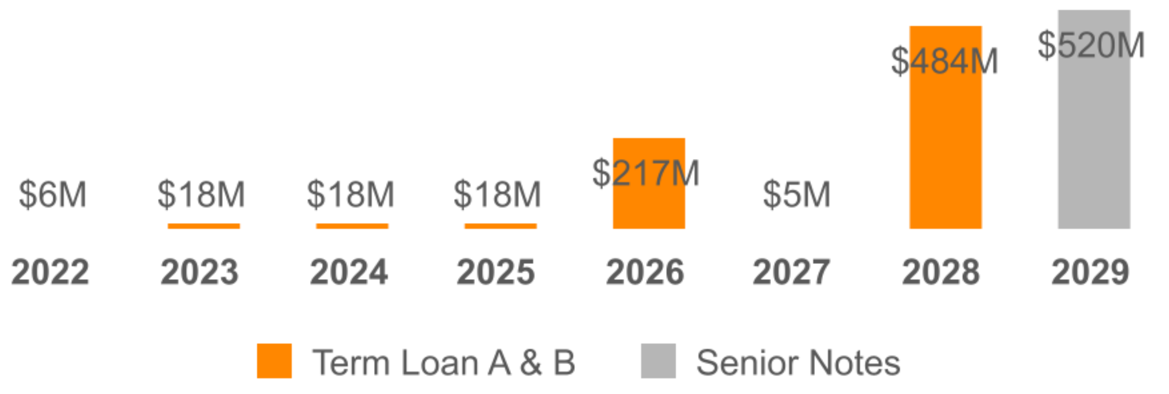
Balance Sheet

($ in millions)	12/31/2021	9/30/2022
Total Cash[2]	$420	$587
Total Debt[4]	1,400	1,286
Term Loan A[3] due 2026	265	255
Term Loan B[3] due 2028	515	511
Revolving Credit Facility due 2026[5]	100	—
Senior Notes due 2029	520	520
Finance leases and Other loans	40	43
Net adjusted leverage ratio[7]	2.1x	1.7x

Q3 2022 Cash[2] Balance Changes



Debt Maturity[8]



For the complete set of footnotes associated with this slide, please refer to the last page of the Appendix.

FY 2022 Outlook [4]

	FY 2021 Actuals	FY 2022 Outlook [4]
Adj. Revenue[1]	$4,070M	$3,850M - $3,950M
Adj. EBITDA[1] / Adj. EBITDA Margin[1]	$448M / 11.0%	10.0% - 10.5%
Adj. Free Cash Flow[2] as % of Adj. EBITDA[1]	Approx. 18% [3]	Approx. 15% [3]

Other Modelling Considerations		
Government Stimulus Revenue [4]	$227M	$38M
Interest Expense	$55M	$84M
Restructuring	$45M	Approx. $40M
CapEx	$147M	Approx. $140M

(1) Refer to Appendix for complete Non-GAAP reconciliations of Adjusted Revenue and Adjusted EBITDA/Margin.

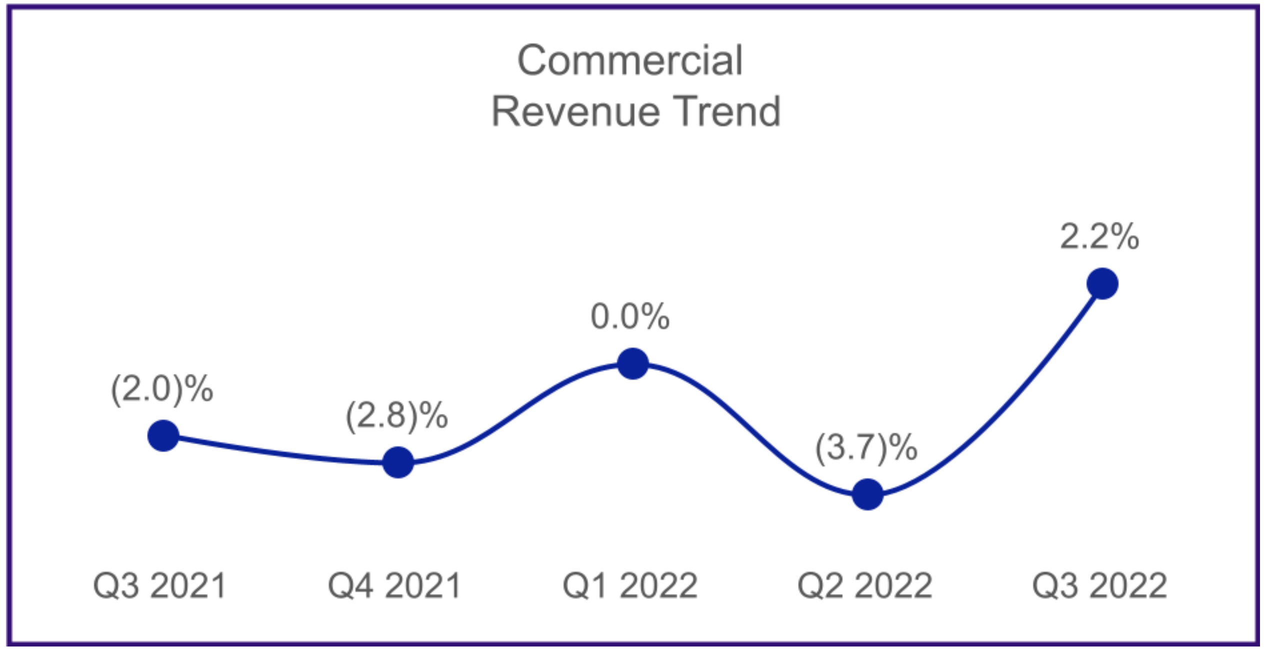
(2) Refer to Appendix for definition and complete non-GAAP reconciliation of Adjusted Free Cash Flow.

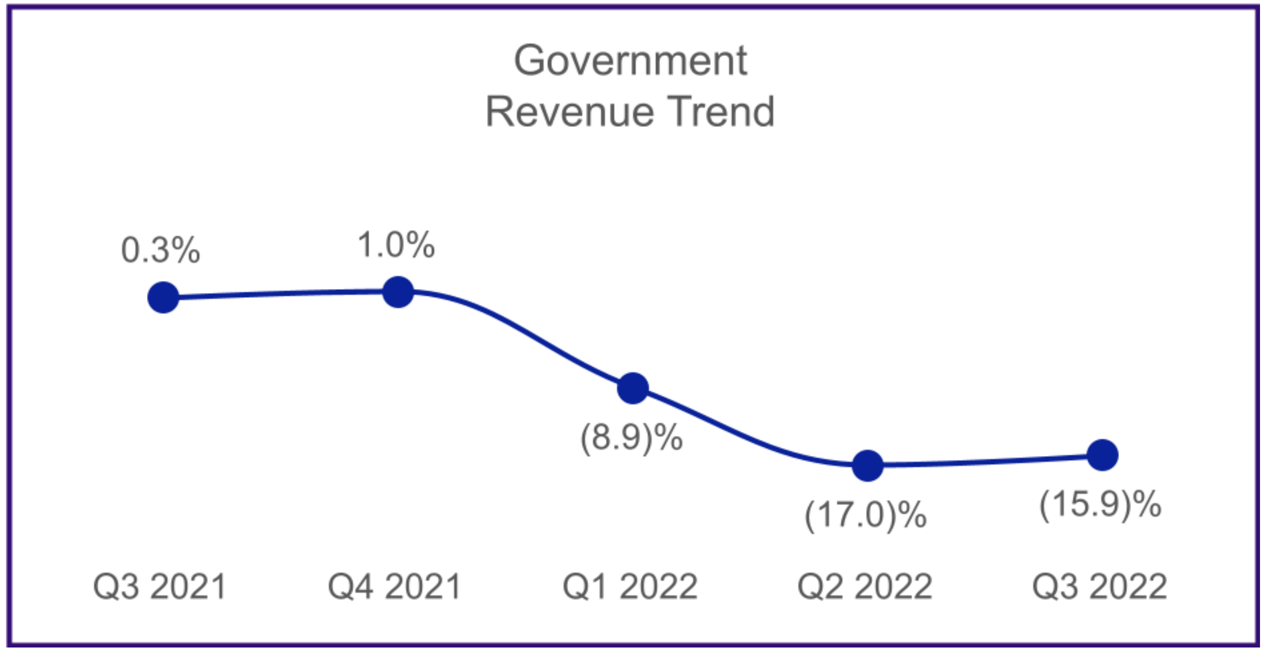
(3) Normalized for the impact of payment of deferred payroll taxes primarily related to the CARES Act of $32M in 2021 and $27M in 2022, Adjusted Free Cash Flow as a percentage of Adjusted EBITDA for 2021 is approximately 25% and approximately 22% in 2022. Adjusted Free Cash Flow for 2022 also includes an outstanding US Federal tax refund expected to be received by December 31, 2022.

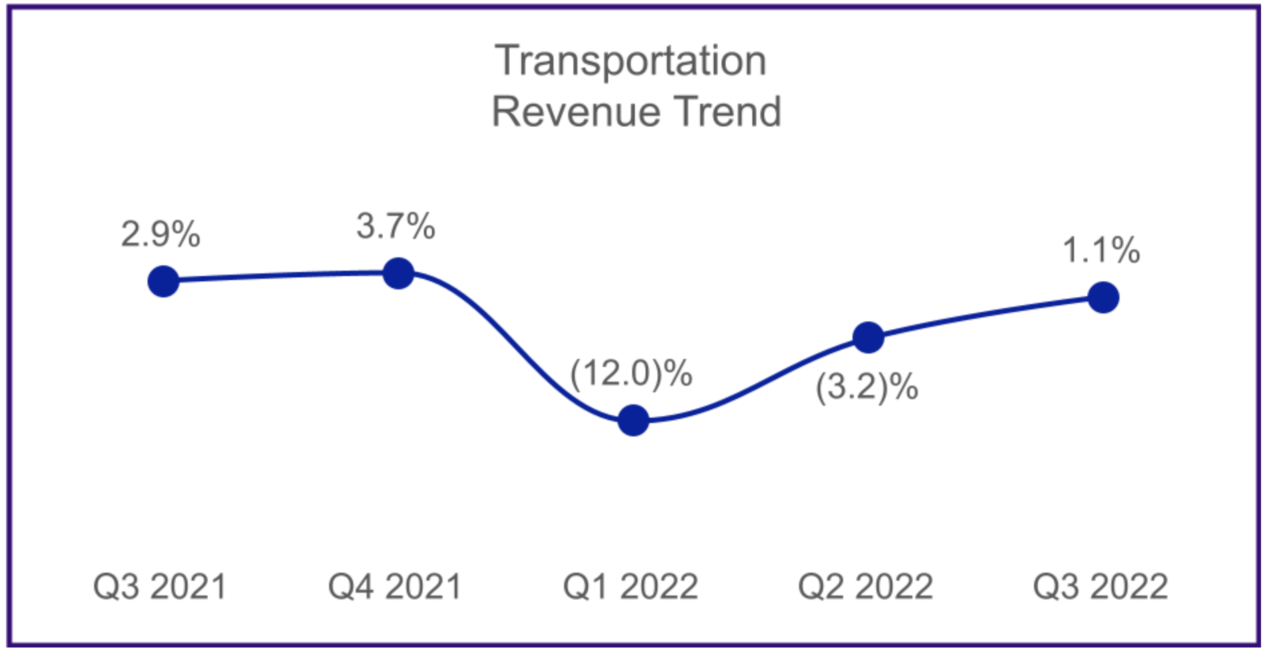
(4) Refer to Appendix for definition of Non GAAP Outlook and Government Stimulus Revenue

Appendix

Segment Revenue Trend







- **Commercial:**
  - New business ramp, better client retention and interest rates increases support a constant currency growth trajectory over time
- **Government:**
  - The non-recurring payments run-off creates a large grow-over challenge in 2022. Excluding stimulus payments of $154M, revenue was up year to date
- **Transportation:**
  - This segment is positioned for continued constant currency revenue growth

Operational Highlights & Recognition

CONDUENT

A collaborative, team-oriented culture laser-focused on driving valuable outcomes for clients

Newsweek Top 100
Most Loved Workplaces 2022

2022 Best Certification Program - Train the Digital Trainer

Global Leader in Customer Experience Services - Across Digital Operations, AI & Analytics, and WFH

Major Contender in Customer Experience Management (CXM) in the Americas – Service Provider

2022 Modern Governance 100 Honoree - Boards and Governance Innovator Category

CONDUENT

Definitions

New Business Total Contract Value (TCV): Estimated total future revenues from contracts signed during the year related to new logo, new service line or expansion with existing customers.

New Business Non-Recurring Revenue (NRR): metric measures the non-recurring revenue for any new business signing, includes:

i. Signing value of any contract with term less than 12 months
ii. Signing value of project based revenue, not expected to continue long term.

New Business Annual Recurring Revenue (ARR): Metric measures the revenue from recurring services provided to the client for any new business signing. ARR represents the recurring services provided to a customer with the opportunity for renewal at the end of the contract term. The calculation of ARR is (Total Contract Value less Non-Recurring Revenue) divided by the Contract Term.

New Business Annual Contract Value (ACV): (New Business TCV / contract term) multiplied by 12.

Renewal TCV Signings: Estimated total future revenues from contracts signed during the year related to renewals.

Renewal Signings Annual Recurring Revenue (ARR): Metric measures the revenue from recurring services provided to the client for any renewal signing. ARR represents the recurring services provided to a customer with the opportunity for renewal at the end of the contract term. The calculation of ARR is (Total Contract Value less Non-Recurring Revenue) divided by the Contract Term.

Net ARR Activity: Projected Annual Recurring Revenue for contracts signed in the prior 12 months, less the annualized impact of any client losses, contractual volume and price changes, and other known impacts for which the company was notified in that same time period, which could positively or negatively impact results. The metric annualizes the net impact to revenue. Timing of revenue impact varies and may not be realized within the forward 12-month timeframe. The metric is for indicative purposes only. This metric excludes COVID-related volume impacts and non-recurring revenue signings. This metric is not indicative of any specific 12 month timeframe.

Total New Business Pipeline (Cumulative Pipeline): TCV pipeline of deals in all sell stages. Extends past next 12 month period to include total pipeline. Excludes the impact of divested business as required.

Implied New Business Average Contract Length: (New business TCV – New business NRR) / New business ARR = Implied New Business Average Contract Length.

Non-GAAP Financial Measures

Non-GAAP Financial Measures

We have reported our financial results in accordance with U.S. generally accepted accounting principles (U.S. GAAP). In addition, we have discussed our financial results using non-GAAP measures. We believe these non-GAAP measures allow investors to better understand the trends in our business and to better understand and compare our results. Accordingly, we believe it is necessary to adjust several reported amounts, determined in accordance with U.S. GAAP, to exclude the effects of certain items as well as their related tax effects. Management believes that these non-GAAP financial measures provide an additional means of analyzing the results of the current period against the corresponding prior period. However, these non-GAAP financial measures should be viewed in addition to, and not as a substitute for, the Company's reported results prepared in accordance with U.S. GAAP. Our non-GAAP financial measures are not meant to be considered in isolation or as a substitute for comparable U.S. GAAP measures and should be read only in conjunction with our Consolidated Financial Statements prepared in accordance with U.S. GAAP. Our management regularly uses our non-GAAP financial measures internally to understand, manage and evaluate our business and make operating decisions, and providing such non-GAAP financial measures to investors allows for a further level of transparency as to how management reviews and evaluates our business results and trends. These non-GAAP measures are among the primary factors management uses in planning for and forecasting future periods. Compensation of our executives is based in part on the performance of our business based on certain of these non-GAAP measures.

A reconciliation of the following non-GAAP financial measures to the most directly comparable financial measures calculated and presented in accordance with U.S. GAAP are provided below.

These reconciliations also include the income tax effects for our non-GAAP performance measures in total, to the extent applicable. The income tax effects are calculated under the same accounting principles as applied to our reported pre-tax performance measures under ASC 740, which employs an annual effective tax rate method. The noted income tax effect for our non-GAAP performance measures is effectively the difference in income taxes for reported and adjusted pre-tax income calculated under the annual effective tax rate method. The tax effect of the non-GAAP adjustments was calculated based upon evaluation of the statutory tax treatment and the applicable statutory tax rate in the jurisdictions in which such charges were incurred.

Adjusted Net Income (Loss), Adjusted Diluted Earnings per Share, Adjusted Weighted Average Common Shares Outstanding, and Adjusted Effective Tax Rate.

We make adjustments to Net Income (Loss) before Income Taxes for the following items, as applicable, to the particular financial measure, for the purpose of calculating Adjusted Revenue, Adjusted Net Income (Loss), Adjusted Diluted Earnings per Share, Adjusted Weighted Average Common Shares Outstanding, and Adjusted Effective Tax Rate:

- Amortization of acquired intangible assets. The amortization of acquired intangible assets is driven by acquisition activity, which can vary in size, nature and timing as compared to other companies within our industry and from period to period.
- Restructuring and related costs. Restructuring and related costs include restructuring and asset impairment charges as well as costs associated with our strategic transformation program.
- (Gain) loss on divestitures and transaction costs. Represents (gain) loss on divested businesses and transaction costs.
- Litigation settlements (recoveries), net. Litigation settlements (recoveries), net represents provisions for various matters subject to litigation.
- Other charges (credits). This includes Other (income) expenses, net on the Condensed Consolidated Statements of Income (loss) and other insignificant (income) expense associated with providing transition services on the California Medicaid contract loss and other adjustments.
- Abandonment of Cloud Computing Project. This includes charges in connection with the abandonment of a cloud computing project. The costs include writing off previously capitalized costs and remaining hosting fees that would have continued to be incurred without any economic benefit.
- Divestitures.

The Company provides adjusted net income and adjusted EPS financial measures to assist our investors in evaluating our ongoing operating performance for the current reporting period and, where provided, over different reporting periods, by adjusting for certain items which may be recurring or non-recurring and which in our view do not necessarily reflect ongoing performance. We also internally use these measures to assess our operating performance, both absolutely and in comparison to other companies, and in evaluating or making selected compensation decisions.

Management believes that the adjusted effective tax rate, provided as supplemental information, facilitates a comparison by investors of our actual effective tax rate with an adjusted effective tax rate which reflects the impact of the items which are excluded in providing adjusted net income and certain other identified items, and may provide added insight into our underlying business results and how effective tax rates impact our ongoing business.

Non-GAAP Financial Measures

Adjusted Revenue, Adjusted Operating Income and Adjusted Operating Margin.

We make adjustments to Revenue, Costs and Expenses and Operating Margin, as applicable, for the following items, for the purpose of calculating Adjusted Revenue, Adjusted Operating Income and Adjusted Operating Margin:

- Amortization of acquired intangible assets.
- Restructuring and related costs.
- Interest expense. Interest expense includes interest on long-term debt and amortization of debt issuance costs.
- (Gain) loss on divestitures and transaction costs.
- Litigation settlements (recoveries), net.
- Other charges (credits).
- Abandonment of Cloud Computing Project.
- Divestitures.

We provide our investors with adjusted revenue, adjusted operating income and adjusted operating margin information, as supplemental information, because we believe it offers added insight, by itself and for comparability between periods, by adjusting for certain non-cash items as well as certain other identified items which we do not believe are indicative of our ongoing business, and may also provide added insight on trends in our ongoing business.

Non-GAAP Financial Measures

Adjusted EBITDA and EBITDA Margin

We use Adjusted EBITDA and Adjusted EBITDA Margin as an additional way of assessing certain aspects of our operations that, when viewed with the U.S. GAAP results and the accompanying reconciliations to corresponding U.S. GAAP financial measures, provide a more complete understanding of our on-going business. Adjusted EBITDA represents income (loss) before interest, income taxes, depreciation and amortization and contract inducement amortization adjusted for the following items. Adjusted EBITDA Margin is Adjusted EBITDA divided by revenue or adjusted revenue, as applicable:

- Restructuring and related costs.
- (Gain) loss on divestitures and transaction costs.
- Litigation settlements (recoveries), net.
- Abandonment of Cloud Computing Project.
- Other charges (credits).
- Divestitures.

Adjusted EBITDA is not intended to represent cash flows from operations, operating income (loss) or net income (loss) as defined by U.S. GAAP as indicators of operating performance. Management cautions that amounts presented in accordance with Conduent’s definition of Adjusted EBITDA and Adjusted EBITDA Margin may not be comparable to similar measures disclosed by other companies because not all companies calculate Adjusted EBITDA and Adjusted EBITDA Margin in the same manner.

Non-GAAP Financial Measures

Free Cash Flow

Free Cash Flow is defined as cash flows from operating activities as reported on the consolidated statement of cash flows, less cost of additions to land, buildings and equipment, cost of additions to internal use software, and proceeds from sales of land, buildings and equipment. We use the non-GAAP measure of Free Cash Flow as a criterion of liquidity. We use Free Cash Flow as a measure of liquidity to determine amounts we can reinvest in our core businesses, such as amounts available to make acquisitions and invest in land, buildings and equipment and internal use software, after required payments on debt. In order to provide a meaningful basis for comparison, we are providing information with respect to our Free Cash Flow reconciled to cash flow provided by operating activities, which we believe to be the most directly comparable measure under U.S. GAAP.

Adjusted Free Cash Flow

Adjusted Free Cash Flow is defined as Free Cash Flow from above plus adjustments for litigation insurance recoveries, transaction costs, taxes paid on gains from divestitures and litigation recoveries, and certain other identified adjustments. We use Adjusted Free Cash Flow, in addition to Free Cash Flow, to provide supplemental information to our investors concerning our ability to generate cash from our ongoing operating activities and for performance based components of employee compensation; by excluding these items, we believe we provide useful additional information to our investors to help them further understand our ability to generate cash period-over-period as well as added information on comparability to our competitors. Such as with Free Cash Flow information, as so adjusted, it is specifically not intended to provide amounts available for discretionary spending. We have added certain adjustments to account for items which we do not believe reflect our core business or operating performance, and we computed all periods with such adjusted costs.

Revenue at Constant Currency

To better understand trends in our business, we believe that it is helpful to adjust revenue to exclude the impact of changes in the translation of foreign currencies into U.S. Dollars. We refer to this adjusted revenue as “constant currency.” Currency impact is determined as the difference between actual growth rates and constant currency growth rates. This currency impact is calculated by translating the current period activity in local currency using the comparable prior-year period's currency translation rate.

Non-GAAP Outlook

In providing the outlook for Adjusted EBITDA we exclude certain items which are otherwise included in determining the comparable U.S. GAAP financial measure. A description of the adjustments which historically have been applicable in determining Adjusted EBITDA are reflected in the table within this presentation. In addition, for "Full Year 2021 Actuals" we are excluding the estimated impacts of $70 million of Revenue and $39 million of Adjusted EBITDA related to the divestiture of the Midas business. We are providing such outlook only on a non-GAAP basis because the Company is unable without unreasonable efforts to predict with reasonable certainty the totality or ultimate outcome or occurrence of these adjustments for the forward-looking period, which can be dependent on future events that may not be reliably predicted. Based on past reported results, where one or more of these items have been applicable, such excluded items could be material, individually or in the aggregate, to reported results. We have provided an outlook for Adjusted revenue only on a non-GAAP basis using foreign currency translation rates as of current period end due to the inability to, without unreasonable efforts, accurately predict foreign currency impact on revenues. Outlook for Adjusted Free Cash Flow is provided as a factor of expected Adjusted EBITDA, and such outlook is only available on a non-GAAP basis for the reasons described above. For the same reason, we are unable to provide GAAP expected adjusted tax rate, which adjusts for our non-GAAP adjustments.

Government Stimulus Revenue

Revenue from payment volumes in our Government Services segment resulting from the Pandemic Supplemental Nutritional Assistance Program (PSNAP) and supplemental unemployment insurance.

Non-GAAP Reconciliations

Revenue at Constant Currency, Adjusted Net Income (Loss), Adjusted Effective Tax Rate, Adjusted Operating Income (Loss) and Adjusted EBITDA

(in millions)	Q3 2022	Q2 2022	Q1 2022	FY 2021	Q4 2021	Q3 2021	Q2 2021	Q1 2021
Revenue	$ 977	$ 928	$ 967	$ 4,140	$ 1,048	$ 1,038	$ 1,026	$ 1,028
Adjustment:								
Divestitures[1]	—	—	(7)	(70)	(16)	(19)	(17)	(18)
Adjusted Revenue	977	928	960	4,070	1,032	1,019	1,009	1,010
Foreign currency impact	14	11	5	(17)	3	(3)	(10)	(7)
Revenue at Constant Currency	$ 991	$ 939	$ 965	$ 4,053	$ 1,035	$ 1,016	$ 999	$ 1,003
ADJUSTED NET INCOME (LOSS)								
Income (Loss) From Continuing Operations	$ 15	$ —	$ 136	$ (28)	$ (40)	$ 11	$ 12	$ (11)
Adjustments:								
Amortization of acquired intangible assets[2]	2	3	6	135	32	31	32	40
Restructuring and related costs	4	11	9	45	14	10	8	13
Loss on extinguishment of debt	—	—	—	15	13	—	2	—
(Gain) loss on divestitures and transaction costs	1	3	(163)	3	2	—	(1)	2
Litigation settlements (recoveries), net	—	(3)	(28)	3	1	—	1	1
Abandonment of Cloud Computing Project	—	—	—	32	32	—	—	—
Other charges (credits)	—	(1)	1	6	2	4	—	—
Total Non-GAAP Adjustments	7	13	(175)	239	96	45	42	56
Income tax adjustments[3]	—	(4)	64	(54)	(25)	(12)	(8)	(9)
Adjusted Net Income	$ 22	$ 9	$ 25	$ 157	$ 31	$ 44	$ 46	$ 36

CONDUENT

CONTINUED

(in millions)	Q3 2022	Q2 2022	Q1 2022	FY 2021	Q4 2021	Q3 2021	Q2 2021	Q1 2021
ADJUSTED EFFECTIVE TAX								
Income (Loss) Before Income Taxes	$ 23	$ 5	$ 210	$ (25)	$ (54)	$ 19	$ 19	$ (9)
Adjustment:								
Total Non-GAAP Adjustments	7	13	(175)	239	96	45	42	56
Adjusted PBT Before Adjustment for Divestitures	30	18	35	214	42	64	61	47
Divestitures[1]	—	—	(2)	(32)	(5)	(10)	(8)	(9)
Adjusted PBT	$ 30	$ 18	$ 33	$ 182	$ 37	$ 54	$ 53	$ 38
Income tax expense (benefit)	$ 8	$ 5	$ 74	$ 3	$ (14)	$ 8	$ 7	$ 2
Income tax adjustments[3]	—	4	(64)	54	25	12	8	9
Adjusted Income Tax Expense (Benefit)	8	9	10	57	11	20	15	11
Adjusted Net Income (Loss) Before Adjustment for Divestitures	22	9	25	157	31	44	46	36
Divestitures[1]	—	—	(2)	(32)	(5)	(10)	(8)	(9)
Adjusted Net Income (Loss)	$ 22	$ 9	$ 23	$ 125	$ 26	$ 34	$ 38	$ 27
ADJUSTED OPERATING INCOME (LOSS)								
Income (Loss) Before Income Taxes	$ 23	$ 5	$ 210	$ (25)	$ (54)	$ 19	$ 19	$ (9)
Adjustment:								
Total non-GAAP adjustments	7	13	(175)	239	96	45	42	56
Interest expense	22	18	19	55	17	12	13	13
Adjusted Operating Income (Loss) Before Adjustment for Divestitures	52	36	54	269	59	76	74	60
Divestitures[1]	—	—	(2)	(32)	(5)	(10)	(8)	(9)
Adjusted Operating Income (Loss)	$ 52	$ 36	$ 52	$ 237	$ 54	$ 66	$ 66	$ 51

CONDUENT

CONTINUED

(in millions)	Q3 2022	Q2 2022	Q1 2022	FY 2021	Q4 2021	Q3 2021	Q2 2021	Q1 2021
ADJUSTED EBITDA								
Net Income (Loss)	$ 15	$ —	$ 136	$ (28)	$ (40)	$ 11	$ 12	$ (11)
Income tax expense (benefit)	8	5	74	3	(14)	8	7	2
Depreciation and amortization	54	53	61	352	87	84	86	95
Contract inducement amortization	1	1	—	1	—	1	—	—
Interest expense	22	18	19	55	17	12	13	13
EBITDA Before Adjustment for Divestitures	100	77	290	383	50	116	118	99
Divestitures(1)	—	—	(2)	(32)	(5)	(10)	(8)	(9)
Divestitures depreciation and amortization(1)	—	—	—	(7)	(4)	(1)	(1)	(1)
EBITDA	100	77	288	344	41	105	109	89
Adjustments:								
Restructuring and related costs	4	11	9	45	14	10	8	13
Loss on extinguishment of debt	—	—	—	15	13	—	2	—
(Gain) loss on divestitures and transaction costs	1	3	(163)	3	2	—	(1)	2
Litigation settlements (recoveries), net	—	(3)	(28)	3	1	—	1	1
Abandonment of Cloud Computing Project	—	—	—	32	32	—	—	—
Other charges (credits)	—	(1)	1	6	2	4	—	—
Adjusted EBITDA	$ 105	$ 87	$ 107	$ 448	$ 105	$ 119	$ 119	$ 105

1. *Adjusted for the full impact from revenue and income/loss from divestitures for all periods presented.*
2. *Included in Depreciation and amortization on the Consolidated Statements of Income (Loss).*
3. *The tax impact of Adjusted Pre-tax income (loss) from continuing operations was calculated under the same accounting principles applied to the 'As Reported' pre-tax income (loss), which employs an annual effective tax rate method to the results and without regard to the adjustments listed.*

Non-GAAP Reconciliations

Adjusted Weighted Average Shares Outstanding, Adjusted Diluted EPS, Adjusted Effective Tax Rate, Adjusted Operating Margin, and Adjusted EBITDA Margin

(Amounts are in whole dollars, shares are in thousands and margins are in %)	Q3 2022	Q2 2022	Q1 2022	FY 2021	Q4 2021	Q3 2021	Q2 2021	Q1 2021
ADJUSTED DILUTED EPS[(1)]								
Weighted Average Common Shares Outstanding	215,775	215,629	215,503	212,719	213,410	212,633	212,450	212,250
Adjustments:								
Restricted stock and performance units / shares	3,668	3,489	2,994	7,152	7,212	7,184	7,715	6,952
Adjusted Weighted Average Common Shares Outstanding	219,443	219,118	218,497	219,871	220,622	219,817	220,165	219,202
Diluted EPS from Continuing Operations	$ 0.06	$ (0.01)	$ 0.61	$ (0.18)	$ (0.20)	$ 0.04	$ 0.04	$ (0.06)
Adjustments:								
Total non-GAAP adjustments	0.03	0.06	(0.80)	1.10	0.44	0.20	0.20	0.25
Income tax adjustments[(2)]	—	(0.02)	0.29	(0.25)	(0.11)	(0.05)	(0.04)	(0.04)
Adjusted Diluted EPS	$ 0.09	$ 0.03	$ 0.10	$ 0.67	$ 0.13	$ 0.19	$ 0.20	$ 0.15
ADJUSTED EFFECTIVE TAX RATE								
Effective tax rate	33.8 %	99.6 %	35.2 %	(9.7) %	26.6 %	38.3 %	38.2 %	(23.4) %
Adjustments:								
Total non-GAAP adjustments	(6.3)	(52.9)	(5.6)	36.3	(1.2)	(7.9)	(12.5)	46.8
Adjusted Effective Tax Rate[(2)]	27.5 %	46.7 %	29.6 %	26.6 %	25.4 %	30.4 %	25.7 %	23.4 %

CONTINUED

(Margins are in %)	Q3 2022	Q2 2022	Q1 2022	FY 2021	Q4 2021	Q3 2021	Q2 2021	Q1 2021
ADJUSTED OPERATING MARGIN								
Income (Loss) Before Income Taxes Margin	2.4 %	0.5 %	21.7 %	(0.6) %	(5.2) %	1.8 %	1.9 %	(0.9) %
Adjustments:								
Total non-GAAP adjustments	0.6	1.5	(18.1)	5.8	9.2	4.3	4.0	5.4
Interest expense	2.3	1.9	2.0	1.3	1.6	1.2	1.3	1.3
Margin for Adjusted Operating Income Before Adjustment for Divestitures	5.3	3.9	5.6	6.5	5.6	7.3	7.2	5.8
Divestitures(3)	—	—	(0.2)	(0.7)	(0.4)	(0.8)	(0.7)	(0.8)
Margin for Adjusted Operating Income	5.3 %	3.9 %	5.4 %	5.8 %	5.2 %	6.5 %	6.5 %	5.0 %
ADJUSTED EBITDA MARGIN								
EBITDA Margin Before Adjustment for Divestitures	10.2 %	8.3 %	30.0 %	9.3 %	4.8 %	11.2 %	11.5 %	9.6 %
Divestitures(3)	—	—	—	(0.8)	(0.8)	(0.9)	(0.7)	(0.8)
EBITDA Margin	10.2	8.3	30.0	8.5	4.0	10.3	10.8	8.8
Total non-GAAP adjustments	0.5	1.1	(18.7)	2.5	6.1	1.3	1.0	1.6
Divestitures(3)	—	—	—	0.8	0.8	0.9	0.7	0.8
Adjusted EBITDA Margin Before Adjustment for Divestitures	10.7	9.4	11.3	11.8	10.9	12.5	12.5	11.2
Divestitures(3)	—	—	(0.2)	(0.8)	(0.7)	(0.8)	(0.7)	(0.8)
Adjusted EBITDA Margin	10.7 %	9.4 %	11.1 %	11.0 %	10.2 %	11.7 %	11.8 %	10.4 %

1. *Average shares for the 2022 and 2021 calculation of adjusted EPS excludes 5.4 million shares associated with our Series A convertible preferred stock and includes the impact of the preferred stock dividend of approximately $2 million each quarter.*
2. *The tax impact of Adjusted Pre-tax income (loss) from continuing operations was calculated under the same accounting principles applied to the 'As Reported' pre-tax income (loss), which employs an annual effective tax rate method to the results and without regard to the Total Non-GAAP adjustments.*
3. *Adjusted for the full impact from revenue and income/loss from divestitures for all periods presented.*

CONDUENT

Non-GAAP Reconciliation: Free Cash Flow and Adj. Free Cash Flow

(in millions)	Q3 2022	Q2 2022	Q1 2022	FY 2021	Q4 2021	Q3 2021	Q2 2021	Q1 2021
Operating Cash Flow	$ 98	$ (16)	$ 11	$ 243	$ 85	$ 55	$ 105	$ (2)
Cost of additions to land, buildings and equipment	(11)	(17)	(34)	(80)	(28)	(13)	(25)	(14)
Cost of additions to internal use software	(16)	(16)	(16)	(67)	(18)	(17)	(16)	(16)
Free Cash Flow	**71**	**(49)**	**(39)**	**96**	**39**	**25**	**64**	**(32)**
Transaction costs	3	2	1	2	—	—	1	1
Vendor financed lease payments	(2)	(2)	(3)	(9)	(2)	(2)	(3)	(2)
Portion of Texas litigation settlement (recoveries) recognized in Litigation settlements (recoveries), net	—	—	(24)	—	—	—	—	—
Tax payment related to divestitures and litigation recoveries	6	18	—	—	—	—	—	—
Adjusted Free Cash Flow	**$ 78**	**$ (31)**	**$ (65)**	**$ 89**	**$ 37**	**$ 23**	**$ 62**	**$ (33)**

The below footnotes correspond to the "Q3 2022 Cash Flow and Balance Sheet" slide

(1) Refer to Appendix for complete non-GAAP reconciliations of Adjusted Free Cash Flow.

(2) Total Cash includes $10M and $5M of restricted cash as of September 30, 2022 and December 31, 2021, respectively.

(3) Revolving credit facility and Term Loan A interest rate: LIBOR + 225 bps; Term Loan B: LIBOR + 425 bps.

(4) Total Debt as of September 30, 2022 and December 31, 2021 includes Term Loan A, Term Loan B, Senior Notes and Revolving credit facility borrowings and excludes finance leases and other as well as deferred financing costs.

(5) $548M of available capacity under Revolving Credit Facility as of September 30, 2022. A $100M borrowing under the Revolver was fully repaid in February 2022.

(6) Capex refers to additions to Land, Buildings & Equipment and Internal Use Software.

(7) Net debt (Total Debt less unrestricted cash) divided by TTM Adjusted EBITDA (not adjusted for divestitures).

(8) Debt maturity amounts exclude finance leases, other loans and potential mandatory prepayments.

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