

# Conduent Investor Deck

February 2023

# Cautionary Statements



## 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.

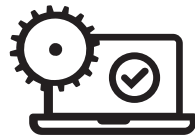
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## **Non-GAAP Financial Measures**

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# Conduent At-a-Glance



We drive **Experience, Performance** and **Value** for our clients and their end users

## Commercial

Enhancing customer experience and business process efficiency across the enterprise

- Customer Experience Management
- Human Capital Solutions
- Healthcare and Casualty Claims
- Business Operations Solutions

**1.3B**

customer service interactions managed annually

**3.6B**

documents captured, indexed and classified annually

**50M**

supplier invoices processed annually

% of Revenue | **~52%**



## Government

Streamlining delivery of government services to constituents in need

- Payments
- Child Support
- Eligibility and Enrollment
- Government Healthcare Solutions

**46**

states utilize our government solutions

**119M**

U.S. residents supported with government services and healthcare programs

**43%**

of SNAP payments processed on behalf of government entities

% of Revenue | **~30%**



## Transportation

Creating safe, seamless journeys across the transportation ecosystem

- Road Usage Charging
- Public Safety
- Transit
- Curbside Management

**11.8M**

tolling transactions processed every day

**48%**

of the transactions of the Top 10 U.S. tolling agencies

**\$750M**

collected annually for citations and delinquent revenue collections

% of Revenue | **~18%**

**Total 2022 Revenue of \$3.85B**

# A Resilient Company on a Path to Growth

Industry Leader	Improved Fundamentals	Resilient Business	Attractive Business Model
<ul style="list-style-type: none"> <li>✓ Leading provider in various commercial, government and transportation services</li> <li>✓ Scale and marquee customers across industries</li> <li>✓ Relationships with majority of Fortune 100 companies</li> </ul>	<ul style="list-style-type: none"> <li>✓ Improved client retention, client delivery and associate engagement</li> <li>✓ Improved new business signings and account management</li> <li>✓ Standardization, process improvement and efficiency programs established</li> <li>✓ Significant improvement in technology uptime and operational effectiveness</li> </ul>	<ul style="list-style-type: none"> <li>✓ Strong balance sheet, 1.8x net leverage, \$598M cash<sup>(1)</sup></li> <li>✓ Diverse portfolio allowing for stability in varying market conditions</li> <li>✓ Nimble and responsive business continuity and risk team</li> </ul>	<ul style="list-style-type: none"> <li>✓ Mission-critical services and solutions in support of millions of end-users</li> <li>✓ Significant portion of contracted and recurring revenue</li> <li>✓ Long, multi-year client relationships with high switching costs</li> <li>✓ Expected increase in FCF conversion over time</li> </ul>

(1) Leverage and cash figure as of 12/31/22.

# Diverse Base of Clients by Revenue

## Client Overview by Segment

<b>Commercial</b>	<p>4 of the top 5 automakers</p> <p>7 of the top 10 U.S. banks</p> <p>17 of the top 20 U.S. health insurers</p> <p>9 of the top 10 pharma companies</p>
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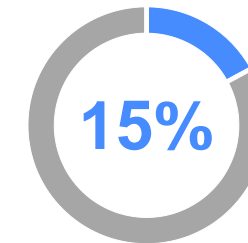
<b>Government</b>	<p>Partners in 46 states</p> <p>\$106B disbursed annually for govt payment programs in 36 states</p> <p>119M government healthcare recipients supported</p>
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<b>Transportation</b>	<p>48% of the transactions of the Top 10 U.S. tolling agencies</p>
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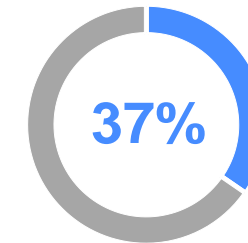
~330 >\$1M in Revenue Clients	80% of the Fortune 100
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## Q4'22A Client Statistics (% of Revenue)

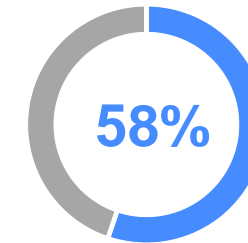
**Top 5 Clients**



**Top 20 Clients**



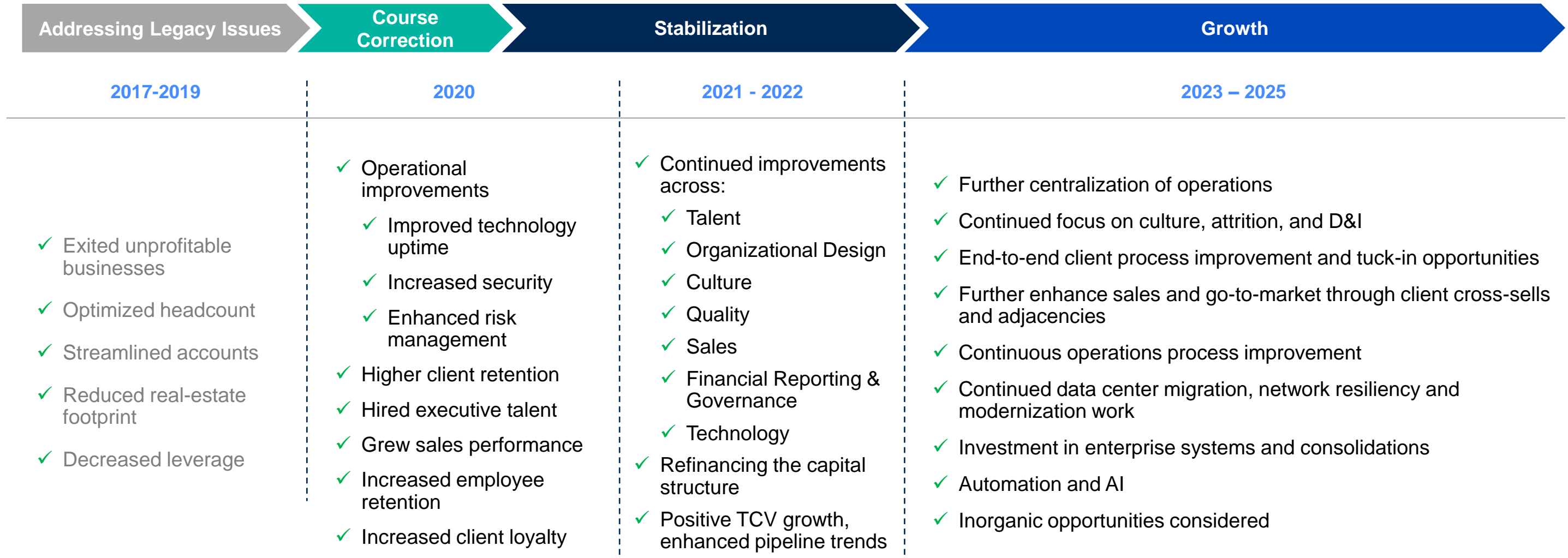
**Top 50 Clients**



90 of our Top 100 commercial clients buy multiple lines of business

**No client represents more than 6% of revenues**

# Foundationally Sound and Well-Positioned for Growth



# Recent Corporate Social Responsibility Highlights

 **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<sub>2</sub> 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<sup>th</sup> EIG, Generations, to ensure the needs of Associates across age groups and tenures are being considered

 **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



# 2022 Operational Highlights & Recognition



## Industry

Recognized as a leader by the following:



## Client

- 30-point Increase in Client NPS Scores Past 3 Years
- GM Supplier of the Year Award 2 Years in a Row
- Toyota Supplier Excellence Recognition 2 Years in a Row
- 2022 "GovTech 100" List for Making a Difference in Working with U.S. State and Local Government Agencies
- H&R Block Field Technology Support Partner of the Year

## Culture



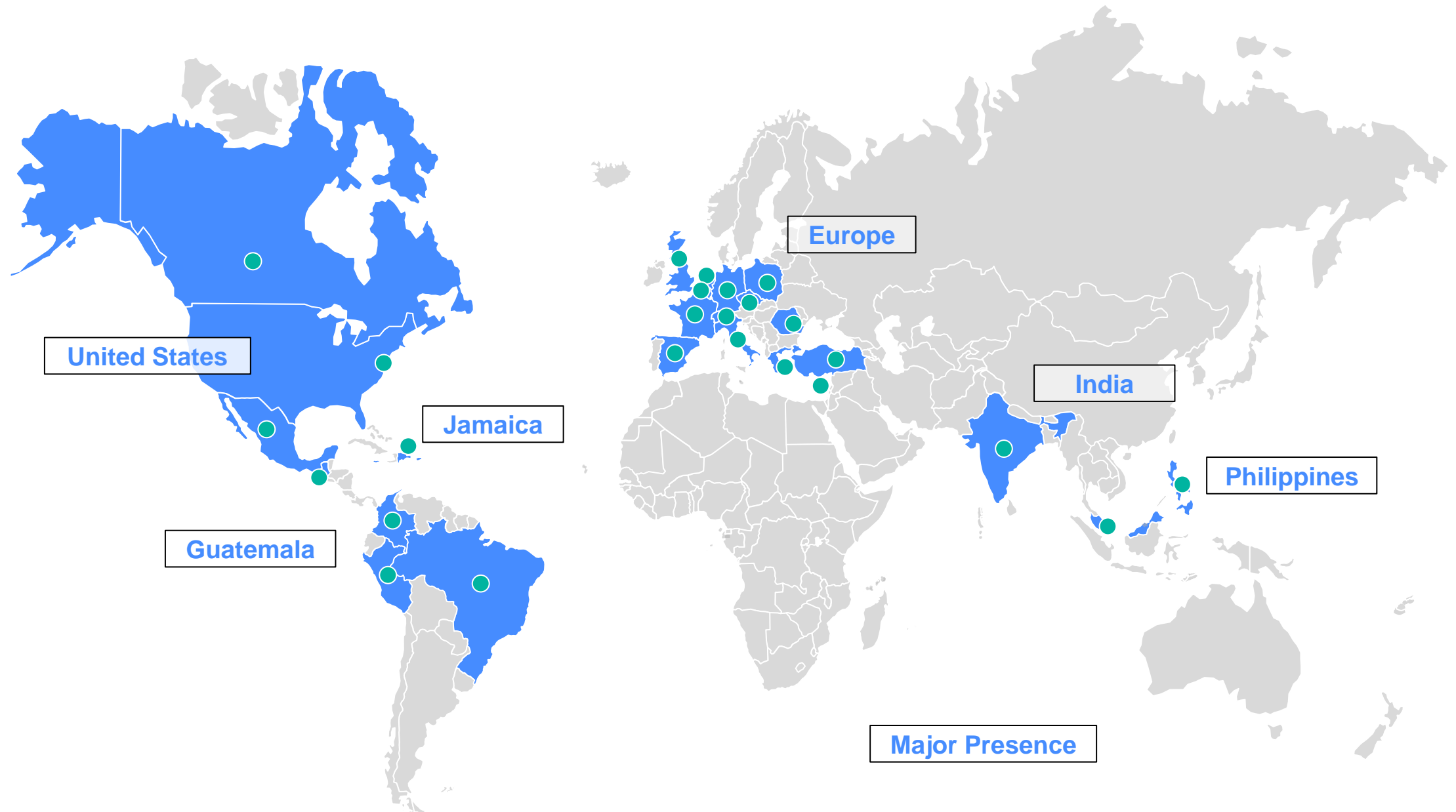
- **Newsweek:** Top 100 Most Loved Workplaces
- **India Workplace Equality Index (IWEI):** Top Employer for LGBT+ Inclusion
- **Comparably:** Best Companies and CEOs for Women, Best Companies for Diversity, Thriving in Remote Culture
- **Disability Equality Index:** Best Place to Work for Disability Inclusion
- **NACD DE&I:** Finalist for National Association of Corporate Directors DE&I Awards
- **Forbes:** America's Best 500 Employers for Diversity – 2021 and 2022

# Global Delivery Footprint

Provides Efficiency and Scale

**~60K**  
Employees

**25**  
Countries



February 14, 2023

# Conduent Q4 and Full Year 2022 Earnings Results



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# Q4 & Full Year 2022 Highlights

## Q4 & Full Year Results / Metrics

- Adj.Revenue<sup>(1)</sup>: \$986M / \$3,851M
- Adj. EBITDA<sup>(1)</sup>: \$95M / \$394M
- Adj. EBITDA Margin<sup>(1)</sup>: 9.6% / 10.2%
- New business signings ACV<sup>(2)</sup>: \$194M / \$732M
- Net ARR Activity Impact (TTM)<sup>(2,3)</sup>: \$114M

## Highlights

- Revenue and EBITDA were within prior guidance range amidst recessionary-like conditions
- Expect continued progress towards Y/Y revenue growth in 2023
- Sales continue to improve Y/Y with strong Q4 performance in the Government Sector
- Beginning to integrate digital payment opportunities into our offerings, with increased interest
- Expect Investor Event in late March to discuss:
  - 3-year growth outlook
  - Opportunities to accelerate growth outlook and valuation
  - Portfolio rationalization and capital allocation opportunities

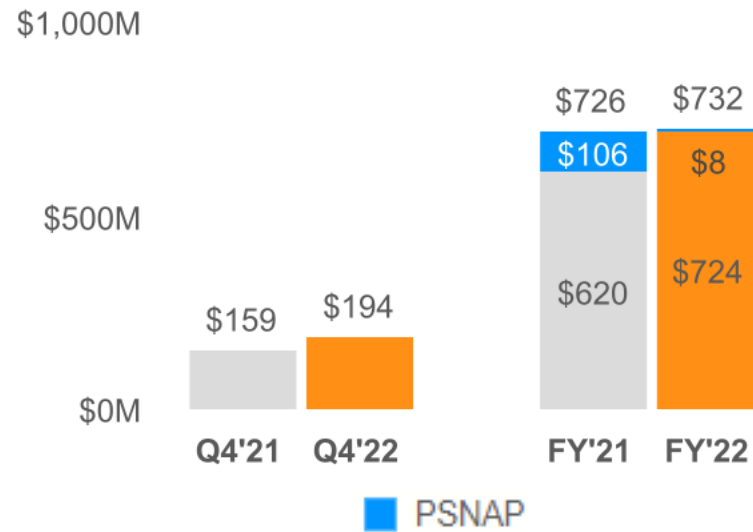
(1) Refer to Appendix for complete Non-GAAP reconciliations of Adjusted Revenue, Adjusted EBITDA and Adjusted EBITDA Margin.

(2) Full definition in the Appendix.

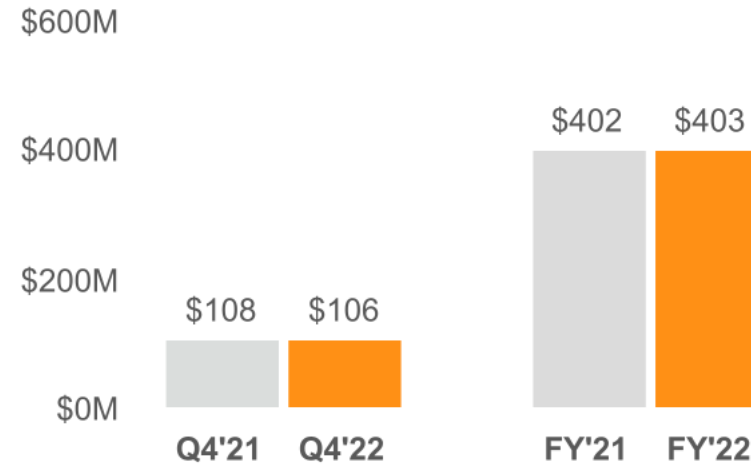
(3) Trailing Twelve Months; accordingly Q4 and Full Year are the same.

# Key Sales Metrics

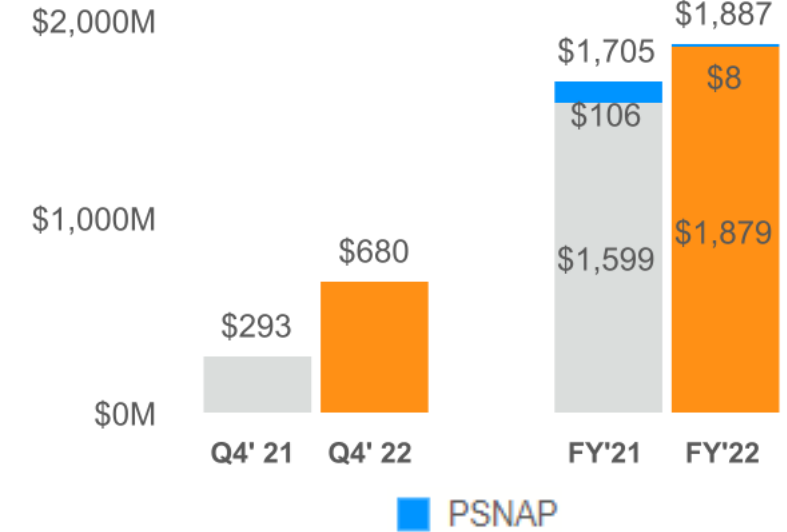
### New Business ACV<sup>(1)</sup>



### New Business ARR<sup>(1,3)</sup>



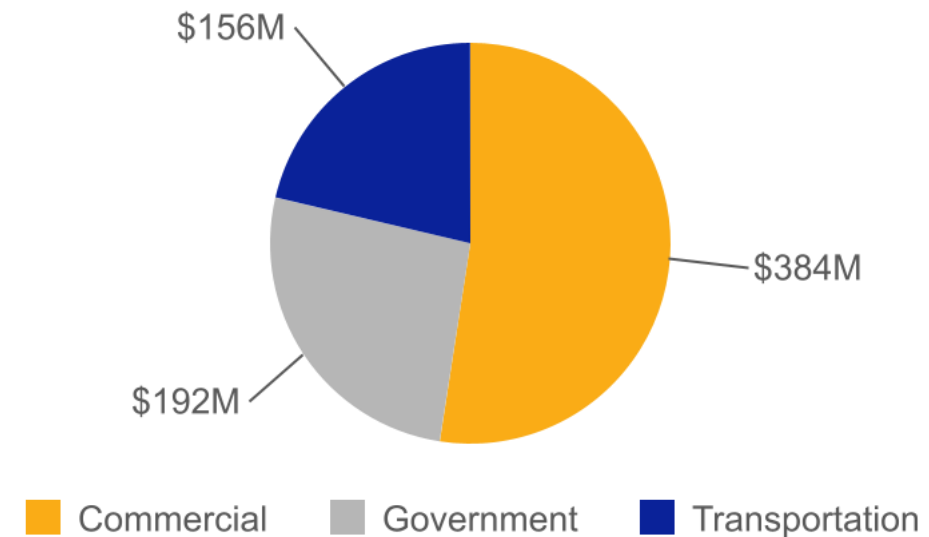
### New Business TCV<sup>(1,3)</sup>



### Net ARR Activity (TTM)<sup>(1,2)</sup>



### Full Year New Business ACV<sup>(1)</sup> by Segment



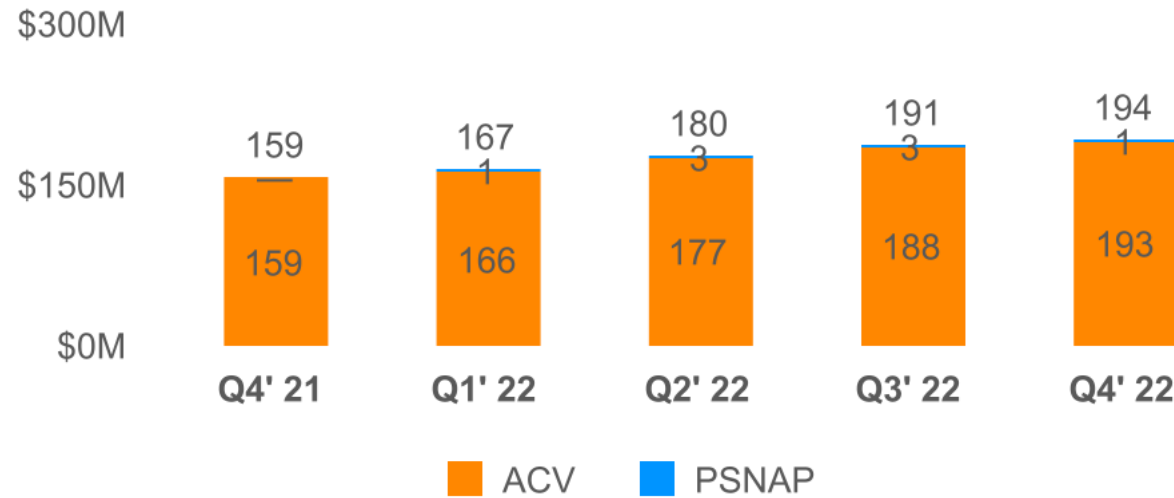
(1) Full definition in the Appendix.

(2) Trailing Twelve Months.

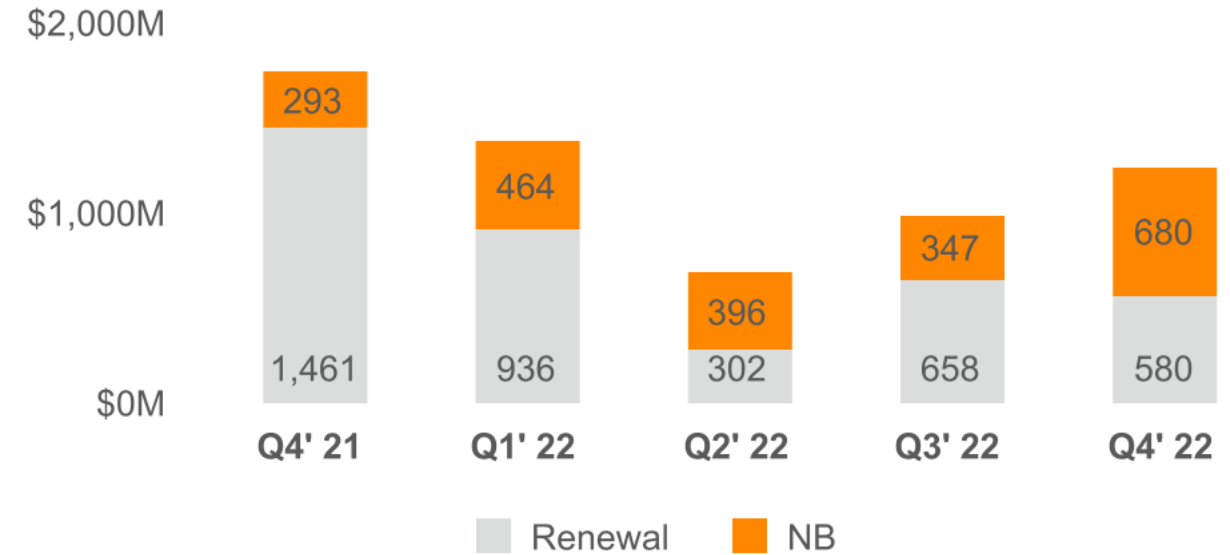
(3) 2021 amounts have been revised to exclude a large client we no longer consider in these metrics.

# Key Sales Metrics Trends

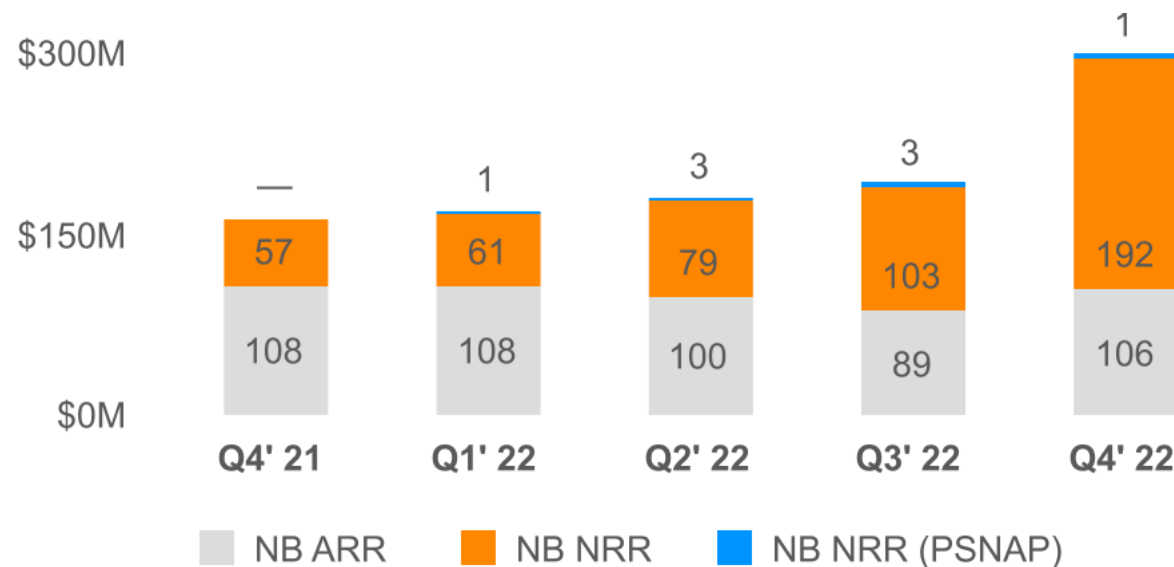
### New Business ACV<sup>(1)</sup> Signings



### TCV Signings (incl. ARR<sup>(1)</sup> + NRR<sup>(1)</sup>)



### New Business (ARR<sup>(1)</sup> + NRR<sup>(1)</sup>) Breakdown



### New Business ARR Avg. Contract Length

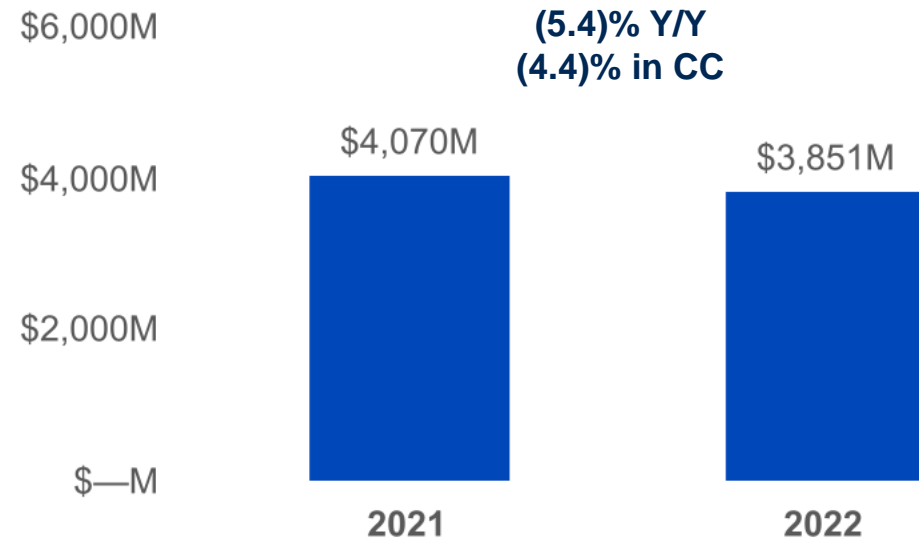


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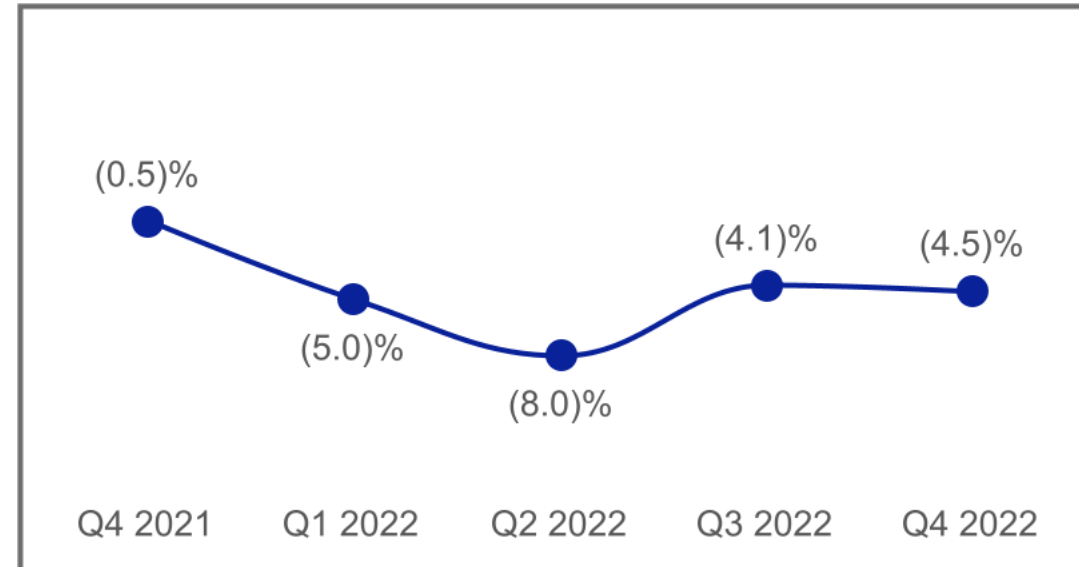


# Full Year 2022 P&L Metrics

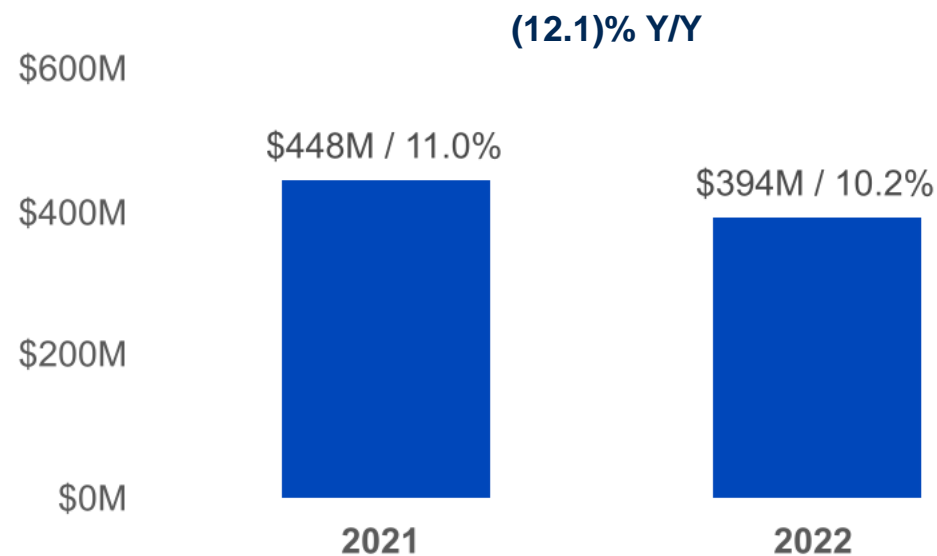
## Adj. Revenue <sup>(1)</sup>



## Adj. Revenue <sup>(1)</sup> Trend (Y/Y Compare)



## Adj. EBITDA<sup>(1)</sup> / Adj. EBITDA Margin<sup>(1)</sup>

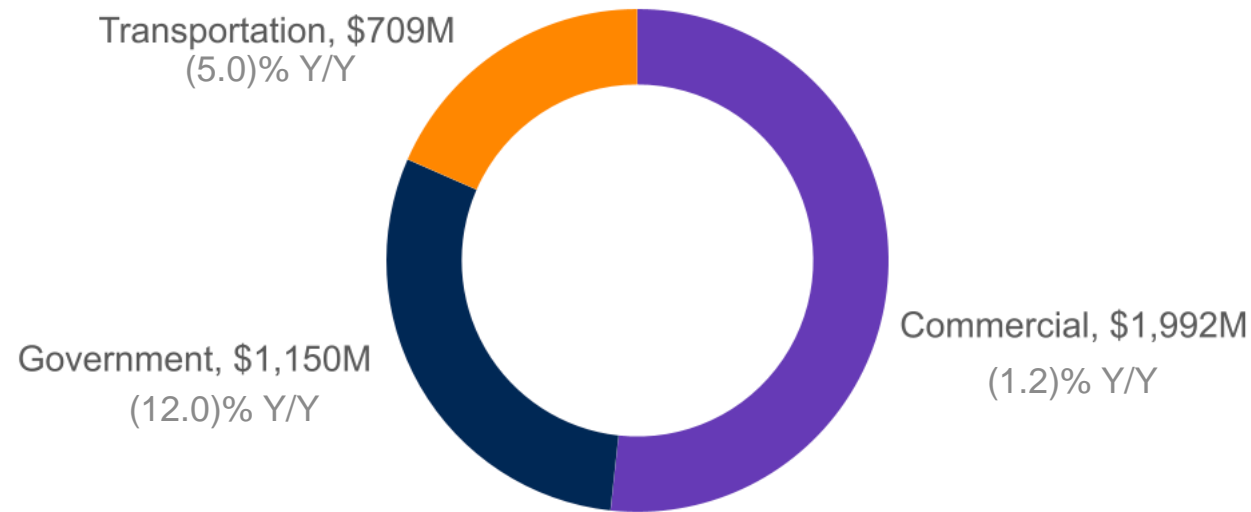


- **Adj. Revenue<sup>(1)</sup>:** Decline driven by lower non-recurring stimulus payments volume and unfavorable exchange rate movement, partially offset by net new business ramp and higher interest rates positively impacting BenefitWallet. Excluding Government stimulus payments of \$185M, adjusted revenue was flat on a CC basis.
- **Adj. EBITDA<sup>(1)</sup> and Adj. EBITDA Margin<sup>(1)</sup>:** Decline driven by the impact of lower Government stimulus and lost business, partially offset by interest rate increases, a revenue benefit from a large client contract and an insurance recovery.

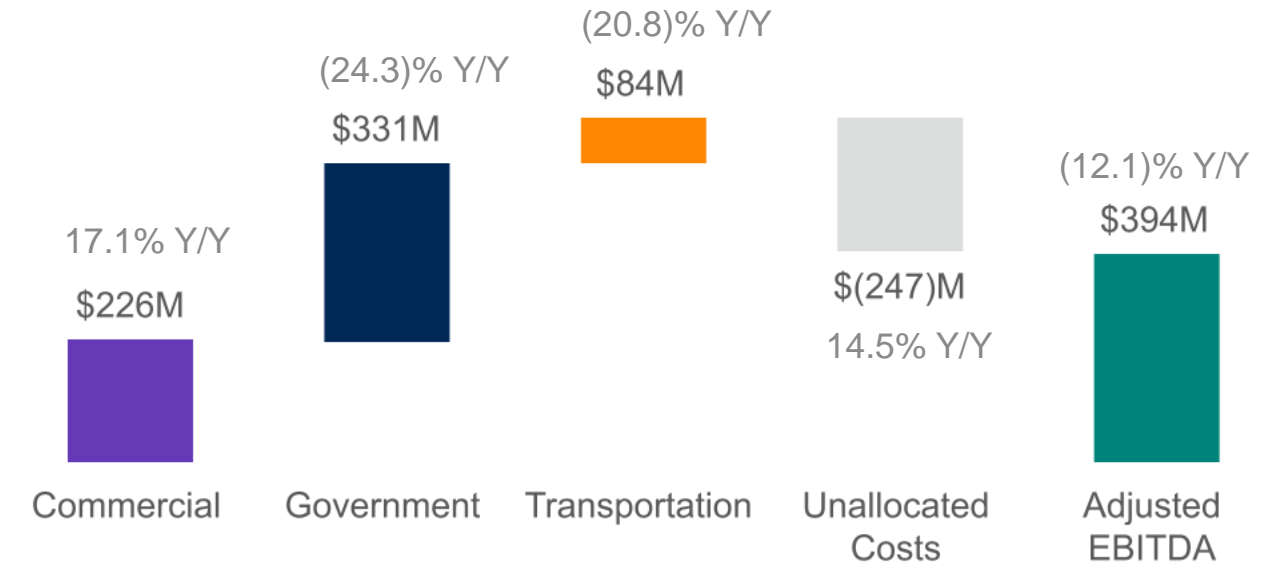
(1) Refer to Appendix for complete Non-GAAP reconciliations of Adjusted Revenue, Adjusted EBITDA and Adjusted EBITDA Margin.

# Full Year 2022 P&L by Segment

## Adj. Revenue <sup>(1)</sup>



## Adj. EBITDA<sup>(1)</sup> Contributions



- **Commercial:** Decrease driven by a large client post pandemic volume normalization, merger of 2 clients resulting in lost volume and unfavorable FX movement, partially offset by higher interest rates positively impacting BenefitWallet and strong net new business.
- **Government:** Decline driven by non-recurring Stimulus payments volume (approx. \$185M). Ex Stimulus, Government would have grown approx. 2.5% Y/Y
- **Transportation:** Decrease driven by unfavorable FX movement, slower than anticipated implementation of new business contracts and a one-time benefit in the prior year.

- **Commercial:** Increase driven by higher interest rates, benefit from a minimum volume large client contract and cost reductions from efficiency initiatives, partially offset by revenue mix; margin 11.3% up 170 bps Y/Y.
- **Government:** Reduction driven by loss of high margin non-recurring Stimulus payments volume; margin 28.8% down (460) bps Y/Y. Ex Stimulus, Government Adjusted EBITDA and margin would have been up Y/Y.
- **Transportation:** Reduction mainly driven by a one-time benefit in the prior year; margin 11.8% down (240) bps Y/Y.

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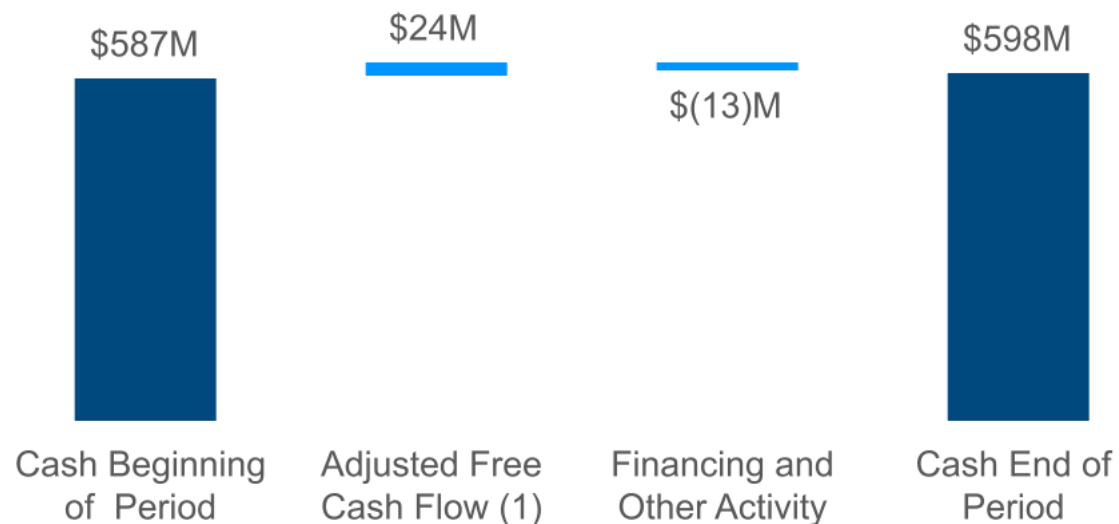
# Q4 & FY 2022 Cash Flow and Balance Sheet

- Adj. Free Cash Flow<sup>(1)</sup>: Q4 \$24M / FY \$6M
- Capex<sup>(6)</sup> as % of revenue: Q4 4.4% / FY 4.0%
- Net adjusted leverage ratio<sup>(7)</sup>: 1.8x
- \$598M of cash<sup>(2)</sup> at end of Q4 2022
- \$548M Available Revolving Credit Facility

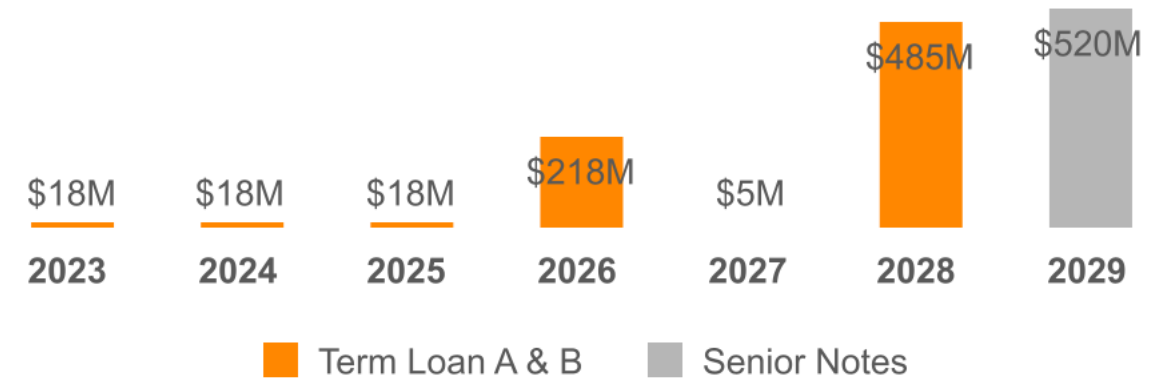
## Balance Sheet

(\$ in millions)	12/31/2021	12/31/2022
Total Cash <sup>(2)</sup>	\$420	\$598
Total Debt <sup>(4)</sup>	1,400	1,282
Term Loan A <sup>(3)</sup> due 2026	265	252
Term Loan B <sup>(3)</sup> due 2028	515	510
Revolving Credit Facility due 2026 <sup>(5)</sup>	100	—
Senior Notes due 2029	520	520
Finance leases and Other loans	40	53
Net adjusted leverage ratio <sup>(7)</sup>	2.0x	1.8x

## Q4 2022 Cash<sup>(2)</sup> Balance Changes



## Debt Maturity<sup>(8)</sup>



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

# FY 2022 Actuals and 2023 Outlook<sup>(4)</sup>

	FY 2022 Actuals	FY 2023 Outlook <sup>(4)</sup>
Adj. Revenue <sup>(1)</sup>	\$3,851M	\$3,700M - \$3,800M
Adj. EBITDA <sup>(1)</sup> / Adj. EBITDA Margin <sup>(1)</sup>	\$394M / 10.2%	10.0% - 10.8%
Adj. Free Cash Flow <sup>(2)</sup> as % of Adj. EBITDA <sup>(1)</sup>	1.5% <sup>(3)</sup>	15% - 20% <sup>(3)</sup>

Other Modelling Considerations		
Government Stimulus Revenue <sup>(4)</sup>	\$42M	\$0M
Net Interest Expense	\$77M	Approx. \$90M
Restructuring	\$39M	Approx. \$40M
CapEx	\$153M	Approx. \$130M

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

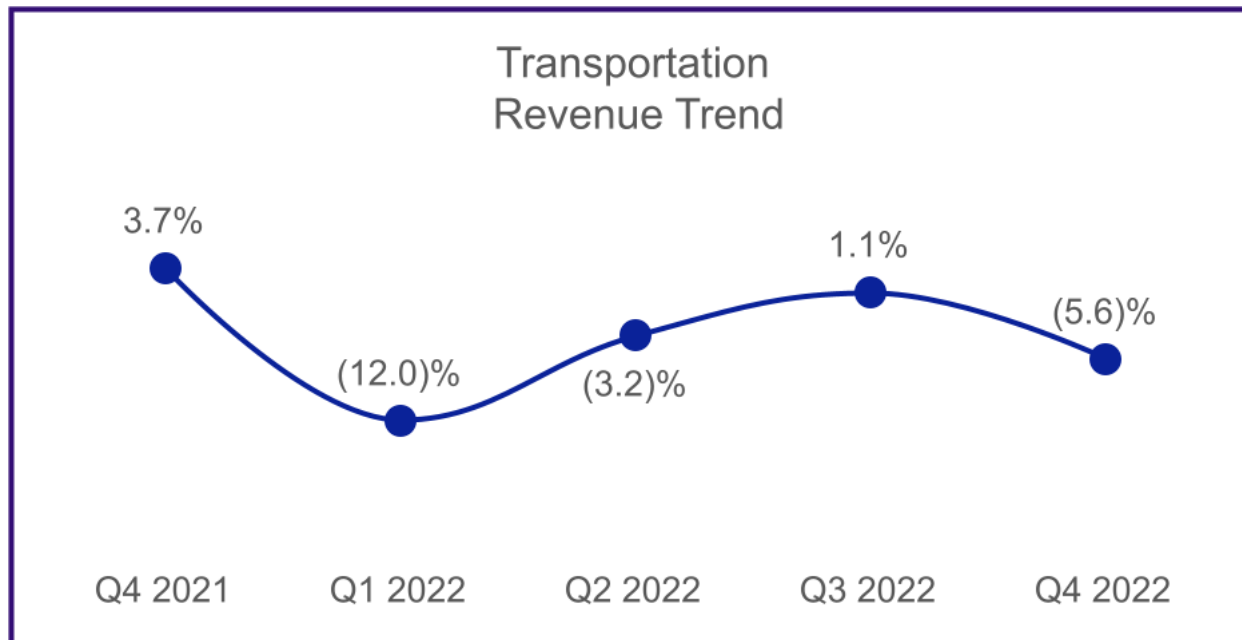
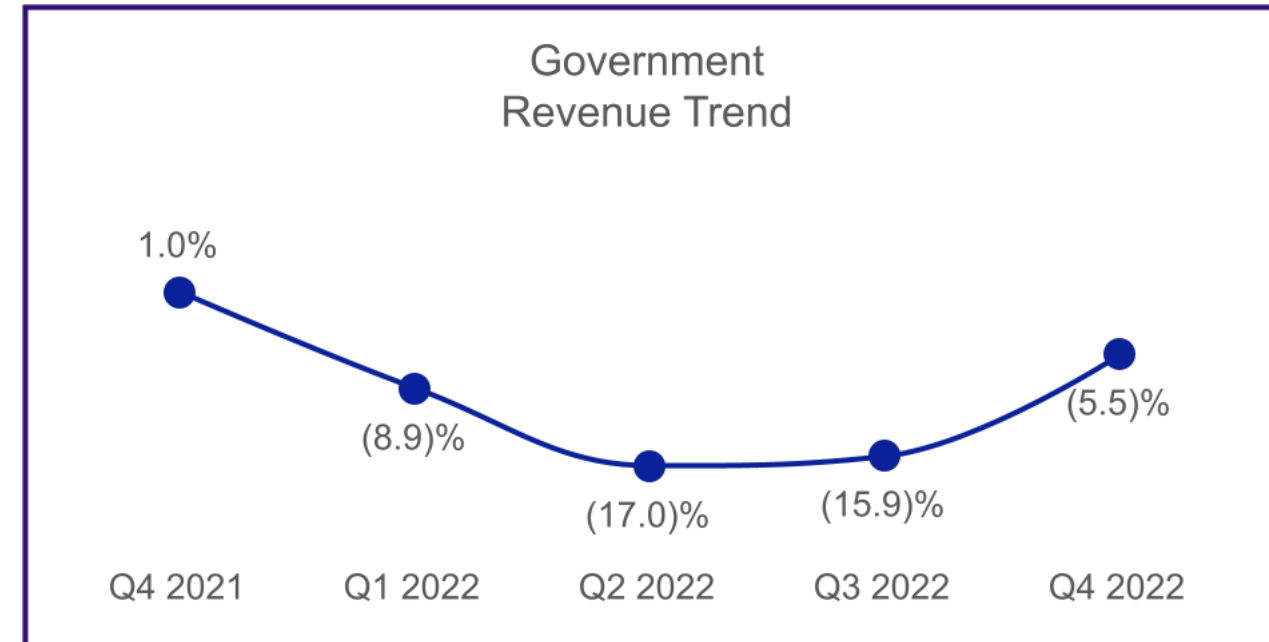
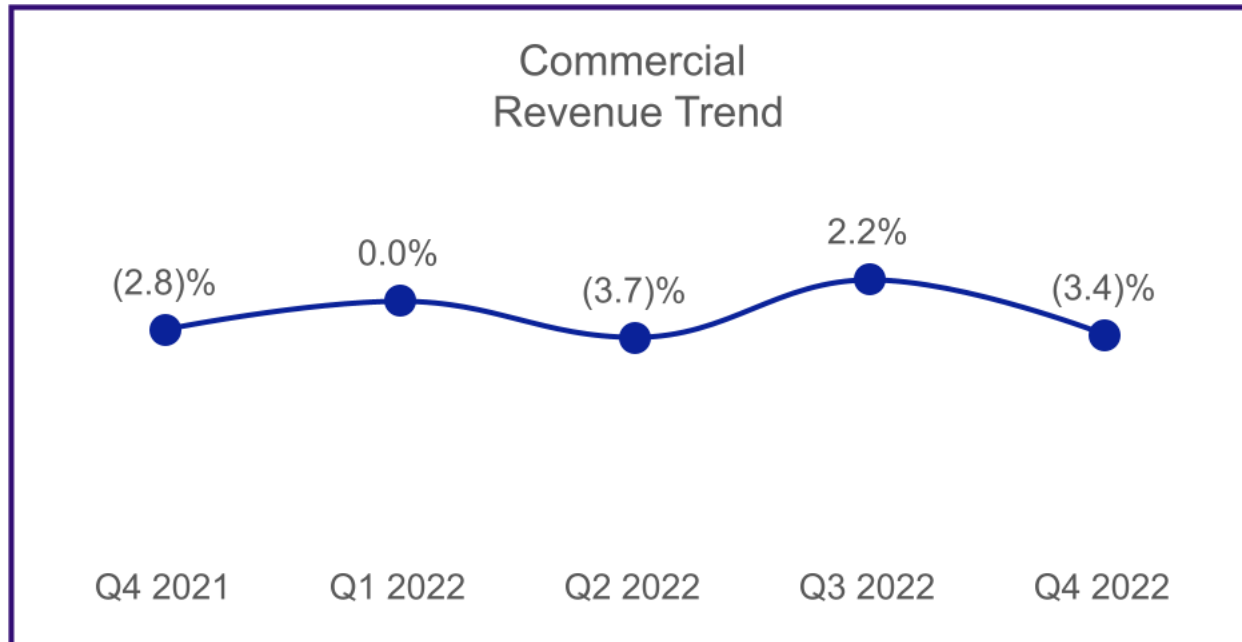
(2) Refer to Appendix for definition and complete non-GAAP reconciliation of Adjusted Free Cash Flow.

(3) Normalized for the impact of payment of deferred payroll taxes primarily related to the CARES Act of \$27M in 2022, Adjusted Free Cash Flow as a percentage of Adjusted EBITDA is approximately 8% in 2022. Adjusted Free Cash Flow for 2023 includes an outstanding US Federal tax refund of \$29M expected to be received in 2023.

(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 rate increases support a constant currency growth trajectory over time
- **Government:**
  - The stimulus payments of \$185M in 2021 created a grow over challenge for 2022. The Q4 new business signings and strong pipeline position this segment for growth over time
- **Transportation:**
  - This segment is positioned for constant currency revenue growth

# Q4 Awards and Recognition

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



Top Employer for LGBT+ Inclusion in India – IWEI 2022



2023 “GovTech 100” List - Government Technology



Front Line Award Winner – British Parking Association



Selected to Provide EMV Contactless Payment System for Venice Public Transit Network



Leader in Healthcare Customer Experience Management - North America Service Providers



Finalist for the NACD DE&I Awards - National Association of Corporate Directors

# 2022 Operational Highlights & Recognition

## Industry

Recognized as a leader by the following:



## Client

- 30-point Increase in Client NPS Scores Past 3 Years
- GM Supplier of the Year Award 2 Years in a Row
- Toyota Supplier Excellence Recognition 2 Years in a Row
- 2022 "GovTech 100" List for Making a Difference in Working with U.S. State and Local Government Agencies
- H&R Block Field Technology Support Partner of the Year

## Culture



- **Newsweek:** Top 100 Most Loved Workplaces
- **India Workplace Equality Index (IWEI):** Top Employer for LGBT+ Inclusion
- **Comparably:** Best Companies and CEOs for Women, Best Companies for Diversity, Thriving in Remote Culture
- **Disability Equality Index:** Best Place to Work for Disability Inclusion
- **NACD DE&I:** Finalist for National Association of Corporate Directors DE&I Awards
- **Forbes:** America's Best 500 Employers for Diversity – 2021 and 2022



# Definitions

**New Business Total Contract Value (TCV):** Estimated total future revenues from contracts signed during the period 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 period 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 - Non-Recurring Revenue) / 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. 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 Revenue, 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.
- Goodwill Impairment. This represents goodwill impairment charges related to the lower than expected new customer contract signings and an unexpected softening of the future business pipeline for certain solutions in our Commercial segment.
- 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 accruing remaining hosting fees that continue 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

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## Adjusted Revenue, Adjusted Operating Income and Adjusted Operating Margin.

We make adjustments to Revenue, Costs and Expenses and Operating Margin for the following items, as applicable, 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.
- Goodwill impairment.
- (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

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## 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.
- Goodwill impairment.
- (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, proceeds from failed sale-leaseback transactions 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 2022 Actuals" we are excluding the impacts of \$7 million of Revenue and \$2 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

<u>(in millions)</u>	<u>Q4 2022</u>	<u>Q3 2022</u>	<u>Q2 2022</u>	<u>Q1 2022</u>	<u>Q4 2021</u>	<u>FY 2022</u>	<u>FY 2021</u>
<b>Revenue</b>	\$ 986	\$ 977	\$ 928	\$ 967	\$ 1,048	\$ 3,858	\$ 4,140
<b>Adjustment:</b>							
Divestitures <sup>(1)</sup>	—	—	—	(7)	(16)	(7)	(70)
<b>Adjusted Revenue</b>	986	977	928	960	1,032	3,851	4,070
Foreign currency impact	9	14	11	5	3	39	(17)
<b>Revenue at Constant Currency</b>	<u>\$ 995</u>	<u>\$ 991</u>	<u>\$ 939</u>	<u>\$ 965</u>	<u>\$ 1,035</u>	<u>\$ 3,890</u>	<u>\$ 4,053</u>
<b>ADJUSTED NET INCOME (LOSS)</b>							
<b>Income (Loss) From Continuing Operations</b>	\$ (333)	\$ 15	\$ —	\$ 136	\$ (40)	\$ (182)	\$ (28)
<b>Adjustments:</b>							
Amortization of acquired intangible assets <sup>(2)</sup>	2	2	3	6	32	13	135
Restructuring and related costs	15	4	11	9	14	39	45
Loss on extinguishment of debt	—	—	—	—	13	—	15
Goodwill impairment	358	—	—	—	—	358	—
(Gain) loss on divestitures and transaction costs, net	1	1	3	(163)	2	(158)	3
Litigation settlements (recoveries), net	(1)	—	(3)	(28)	1	(32)	3
Abandonment of Cloud Computing Project	—	—	—	—	32	—	32
Other charges (credits)	(1)	—	(1)	1	2	(1)	6
<b>Total Non-GAAP Adjustments</b>	374	7	13	(175)	96	219	239
Income tax adjustments <sup>(3)</sup>	(36)	—	(4)	64	(25)	24	(54)
<b>Adjusted Net Income</b>	<u>\$ 5</u>	<u>\$ 22</u>	<u>\$ 9</u>	<u>\$ 25</u>	<u>\$ 31</u>	<u>\$ 61</u>	<u>\$ 157</u>

# CONTINUED

(in millions)

	Q4 2022	Q3 2022	Q2 2022	Q1 2022	Q4 2021	FY 2022	FY 2021
<b>ADJUSTED EFFECTIVE TAX</b>							
Income (Loss) Before Income Taxes	\$ (365)	\$ 23	\$ 5	\$ 210	\$ (54)	\$ (127)	\$ (25)
<u>Adjustment:</u>							
Total Non-GAAP Adjustments	374	7	13	(175)	96	219	239
Adjusted PBT Before Adjustment for Divestitures	9	30	18	35	42	92	214
Divestitures <sup>(1)</sup>	—	—	—	(2)	(5)	(2)	(32)
Adjusted PBT	\$ 9	\$ 30	\$ 18	\$ 33	\$ 37	\$ 90	\$ 182
Income tax expense (benefit)	\$ (32)	\$ 8	\$ 5	\$ 74	\$ (14)	\$ 55	\$ 3
Income tax adjustments <sup>(3)</sup>	36	—	4	(64)	25	(24)	54
Adjusted Income Tax Expense (Benefit)	4	8	9	10	11	31	57
Adjusted Net Income (Loss) Before Adjustment for Divestitures	5	22	9	25	31	61	157
Divestitures <sup>(1)</sup>	—	—	—	(2)	(5)	(2)	(32)
Adjusted Net Income (Loss)	\$ 5	\$ 22	\$ 9	\$ 23	\$ 26	\$ 59	\$ 125
<b>ADJUSTED OPERATING INCOME (LOSS)</b>							
Income (Loss) Before Income Taxes	\$ (365)	\$ 23	\$ 5	\$ 210	\$ (54)	\$ (127)	\$ (25)
<u>Adjustment:</u>							
Total non-GAAP adjustments	374	7	13	(175)	96	219	239
Interest expense	25	22	18	19	17	84	55
Adjusted Operating Income (Loss) Before Adjustment for Divestitures	34	52	36	54	59	176	269
Divestitures <sup>(1)</sup>	—	—	—	(2)	(5)	(2)	(32)
Adjusted Operating Income (Loss)	\$ 34	\$ 52	\$ 36	\$ 52	\$ 54	\$ 174	\$ 237

# CONTINUED

<u>(in millions)</u>	<u>Q4 2022</u>	<u>Q3 2022</u>	<u>Q2 2022</u>	<u>Q1 2022</u>	<u>Q4 2021</u>	<u>FY 2022</u>	<u>FY 2021</u>
<b>ADJUSTED EBITDA</b>							
<b>Net Income (Loss)</b>	\$ (333)	\$ 15	\$ —	\$ 136	\$ (40)	\$ (182)	\$ (28)
Income tax expense (benefit)	(32)	8	5	74	(14)	55	3
Depreciation and amortization	62	54	53	61	87	230	352
Contract inducement amortization	1	1	1	—	—	3	1
Interest expense	25	22	18	19	17	84	55
<b>EBITDA Before Adjustment for Divestitures</b>	<b>(277)</b>	<b>100</b>	<b>77</b>	<b>290</b>	<b>50</b>	<b>190</b>	<b>383</b>
Divestitures <sup>(1)</sup>	—	—	—	(2)	(5)	(2)	(32)
Divestitures depreciation and amortization <sup>(1)</sup>	—	—	—	—	(4)	—	(7)
<b>EBITDA</b>	<b>(277)</b>	<b>100</b>	<b>77</b>	<b>288</b>	<b>41</b>	<b>188</b>	<b>344</b>
<u>Adjustments:</u>							
Restructuring and related costs	15	4	11	9	14	39	45
Loss on extinguishment of debt	—	—	—	—	13	—	15
Goodwill impairment	358	—	—	—	—	358	—
(Gain) loss on divestitures and transaction costs, net	1	1	3	(163)	2	(158)	3
Litigation settlements (recoveries), net	(1)	—	(3)	(28)	1	(32)	3
Abandonment of Cloud Computing Project	—	—	—	—	32	—	32
Other charges (credits)	(1)	—	(1)	1	2	(1)	6
<b>Adjusted EBITDA</b>	<b>\$ 95</b>	<b>\$ 105</b>	<b>\$ 87</b>	<b>\$ 107</b>	<b>\$ 105</b>	<b>\$ 394</b>	<b>\$ 448</b>

- Adjusted for the full impact from revenue and income/loss from divestitures for all periods presented.
- Included in Depreciation and amortization on the Consolidated Statements of Income (Loss).
- 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 %)

	Q4 2022	Q3 2022	Q2 2022	Q1 2022	Q4 2021	FY 2022	FY 2021
<b>ADJUSTED DILUTED EPS<sup>(1)</sup></b>							
<b>Weighted Average Common Shares Outstanding</b>	216,500	215,775	215,629	215,503	213,410	215,886	212,719
<u>Adjustments:</u>							
Restricted stock and performance units / shares	4,296	3,668	3,489	2,994	7,212	3,612	7,152
<b>Adjusted Weighted Average Common Shares Outstanding</b>	<u>220,796</u>	<u>219,443</u>	<u>219,118</u>	<u>218,497</u>	<u>220,622</u>	<u>219,498</u>	<u>219,871</u>
Diluted EPS from Continuing Operations	\$ (1.55)	\$ 0.06	\$ (0.01)	\$ 0.61	\$ (0.20)	\$ (0.89)	\$ (0.18)
<u>Adjustments:</u>							
Total non-GAAP adjustments	1.72	0.03	0.06	(0.80)	0.44	1.01	1.10
Income tax adjustments <sup>(2)</sup>	(0.16)	—	(0.02)	0.29	(0.11)	0.11	(0.25)
<b>Adjusted Diluted EPS</b>	<u>\$ 0.01</u>	<u>\$ 0.09</u>	<u>\$ 0.03</u>	<u>\$ 0.10</u>	<u>\$ 0.13</u>	<u>\$ 0.23</u>	<u>\$ 0.67</u>
<b>ADJUSTED EFFECTIVE TAX RATE</b>							
<b>Effective tax rate</b>	8.7 %	33.8 %	99.6 %	35.2 %	26.6 %	(43.9) %	(9.7) %
<u>Adjustments:</u>							
Total non-GAAP adjustments	39.9	(6.3)	(52.9)	(5.6)	(1.2)	78.2	36.3
<b>Adjusted Effective Tax Rate<sup>(2)</sup></b>	<u>48.6 %</u>	<u>27.5 %</u>	<u>46.7 %</u>	<u>29.6 %</u>	<u>25.4 %</u>	<u>34.3 %</u>	<u>26.6 %</u>

# CONTINUED

(Margins are in %)

	Q4 2022		Q3 2022		Q2 2022		Q1 2022		Q4 2021		FY 2022		FY 2021	
<b>ADJUSTED OPERATING MARGIN</b>														
<b>Income (Loss) Before Income Taxes Margin</b>	(37.0)	%	2.4	%	0.5	%	21.7	%	(5.2)	%	(3.3)	%	(0.6)	%
<u>Adjustments:</u>														
Total non-GAAP adjustments	37.9		0.6		1.5		(18.1)		9.2		5.7		5.8	
Interest expense	2.5		2.3		1.9		2.0		1.6		2.2		1.3	
<b>Margin for Adjusted Operating Income Before Adjustment for Divestitures</b>	3.4		5.3		3.9		5.6		5.6		4.6		6.5	
Divestitures <sup>(3)</sup>	—		—		—		(0.2)		(0.4)		(0.1)		(0.7)	
<b>Margin for Adjusted Operating Income</b>	<u>3.4</u>	<u>%</u>	<u>5.3</u>	<u>%</u>	<u>3.9</u>	<u>%</u>	<u>5.4</u>	<u>%</u>	<u>5.2</u>	<u>%</u>	<u>4.5</u>	<u>%</u>	<u>5.8</u>	<u>%</u>
<b>ADJUSTED EBITDA MARGIN</b>														
<b>EBITDA Margin Before Adjustment for Divestitures</b>	(28.1)	%	10.2	%	8.3	%	30.0	%	4.8	%	4.9	%	9.3	%
Divestitures <sup>(3)</sup>	—		—		—		—		(0.8)		—		(0.8)	
<b>EBITDA Margin</b>	(28.1)		10.2		8.3		30.0		4.0		4.9		8.5	
Total non-GAAP adjustments	37.7		0.5		1.1		(18.7)		6.1		5.4		2.5	
Divestitures <sup>(3)</sup>	—		—		—		—		0.8		—		0.8	
<b>Adjusted EBITDA Margin Before Adjustment for Divestitures</b>	9.6		10.7		9.4		11.3		10.9		10.3		11.8	
Divestitures <sup>(3)</sup>	—		—		—		(0.2)		(0.7)		(0.1)		(0.8)	
<b>Adjusted EBITDA Margin</b>	<u>9.6</u>	<u>%</u>	<u>10.7</u>	<u>%</u>	<u>9.4</u>	<u>%</u>	<u>11.1</u>	<u>%</u>	<u>10.2</u>	<u>%</u>	<u>10.2</u>	<u>%</u>	<u>11.0</u>	<u>%</u>

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 \$3 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.

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

(in millions)	Q4 2022	Q3 2022	Q2 2022	Q1 2022	Q4 2021	FY 2022	FY 2021
<b>Operating Cash Flow</b>	\$ 51	\$ 98	\$ (16)	\$ 11	\$ 85	\$ 144	\$ 243
Cost of additions to land, buildings and equipment	(30)	(11)	(17)	(34)	(28)	(92)	(80)
Cost of additions to internal use software	(13)	(16)	(16)	(16)	(18)	(61)	(67)
<b>Free Cash Flow</b>	<b>8</b>	<b>71</b>	<b>(49)</b>	<b>(39)</b>	<b>39</b>	<b>(9)</b>	<b>96</b>
Transaction costs	2	3	2	1	—	8	2
Vendor finance lease payments	(3)	(2)	(2)	(3)	(2)	(10)	(9)
Portion of Texas litigation settlement (recoveries) recognized in Litigation settlements (recoveries), net	—	—	—	(24)	—	(24)	—
Proceeds from failed sale-leaseback transactions	13	—	—	—	—	13	—
Tax payment related to divestitures and litigation recoveries	4	6	18	—	—	28	—
<b>Adjusted Free Cash Flow</b>	<b>\$ 24</b>	<b>\$ 78</b>	<b>\$ (31)</b>	<b>\$ (65)</b>	<b>\$ 37</b>	<b>\$ 6</b>	<b>\$ 89</b>

## The below footnotes correspond to the "Q4 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 \$16M and \$5M of restricted cash as of December 31, 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 December 31, 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 December 31, 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.

**CONDUENT**

