
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Conduent Incorporated

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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Online



Go to www.envisionreports.com/CNDT or scan the QR code – login details are located in the shaded bar below.

Shareholder Meeting Notice

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Important Notice Regarding the Availability of Proxy Materials for the Conduent Incorporated Shareholder Meeting to be Held on May 24, 2023

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual shareholders' meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy of the proxy materials. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The Conduent Incorporated 2023 Proxy Statement and Conduent Incorporated 2022 Annual Report are available at:

www.envisionreports.com/CNDT

Easy Online Access – View your proxy materials and vote.



- Step 1:** Go to www.envisionreports.com/CNDT.
- Step 2:** Click on **Cast Your Vote** or **Request Materials**.
- Step 3:** Follow the instructions on the screen to log in.
- Step 4:** Make your selections as instructed on each screen for your delivery preferences.
- Step 5:** Vote your shares.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.



Obtaining a Copy of the Proxy Materials – If you want to receive a copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. Please make your request as instructed on the reverse side on or before May 12, 2023 to facilitate timely delivery.



2 N O T

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Shareholder Meeting Notice

The 2023 Annual Meeting of Shareholders of Conduent Incorporated will be held on Wednesday, May 24, 2023 at 9:30 A.M. EDT, virtually via the internet internet at meetnow.global/MKUUQNM.

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommend a vote **FOR** all the nominees listed and **FOR** Proposals 2 and 3 and **1 YEAR** on Proposal 4:

1. Election of Directors:
 - 01 - Clifford Skelton
 - 02 - Hunter Gary
 - 03 - Kathy Higgins Victor
 - 04 - Scott Letier
 - 05 - Jesse A. Lynn
 - 06 - Steven Miller
 - 07 - Michael Montelongo
 - 08 - Margarita Paláu-Hernández
2. Ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2023.
3. Approve, on an advisory basis, the 2022 compensation of our named executive officers.
4. Select, on an advisory basis, the frequency of the advisory vote on executive compensation.

PLEASE NOTE - YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must go online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote during the virtual-only meeting, please follow the instructions set forth in the proxy materials.



Here's how to order a copy of the proxy materials and select delivery preferences:

Current and future delivery requests can be submitted using the options below.

If you request an email copy, you will receive an email with a link to the current meeting materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a copy of the proxy materials.

- **Internet** - Go to www.envisionreports.com/CNDT. Click Cast Your Vote or Request Materials.
- **Phone** - Call us free of charge at 1-866-641-4276.
- **Email** - Send an email to investorvote@computershare.com with "Proxy Materials Conduent Incorporated" in the subject line. Include your full name and address, plus the number located in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials.

To facilitate timely delivery, all requests for a paper copy of proxy materials must be received by May 12, 2023.