

Conduent Investor Deck

Q2 2020

Cautionary Statements



Forward-Looking Statements

This document contains “forward-looking statements”, as defined in the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties. The words “anticipate,” “believe,” “estimate,” “expect,” “plan,” “intend,” “will,” “aim,” “should,” “could”, “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 press release 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; the strength of our pipeline being greater than it has in a long time; our focus on near-term projects and expectations that such projects will result in improved client performance optimization, client retention programs, enhanced service level agreement monitoring, and contract standardization; our expectations that we will overachieve on our \$100M cost transformation program for 2020 (which we also refer to as a cost reduction initiative); and our projected financial performance for Q3 2020 and the strength of our position for the remainder of the year. In addition, all statements regarding the anticipated effects of the novel coronavirus (“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 management’s current beliefs, assumptions and expectations and are subject to a number of factors that may cause actual results to differ materially. As with any projection or forecast, forward-looking statements are inherently susceptible to uncertainty and changes in circumstances. Our actual results may vary materially from those expressed or implied in our forward-looking statements. These forward-looking statements are also subject to the significant continuing impact of the 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.

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 impact of the ongoing COVID-19 pandemic; government appropriations and termination rights contained in our government contracts; risk and impact of potential goodwill and other asset impairments; 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 ability to attract and retain necessary technical personnel and qualified subcontractors; our ability to deliver on our contractual obligations properly and on time; competitive pressures; our significant indebtedness; changes in interest in outsourced business process services; our ability to obtain adequate pricing for our services and to improve our cost structure; risk and impact of geographical events, natural disasters and other factors (such as pandemics, including COVID-19) in a particular country or region on our workforce, customers, vendors, partners and the global economy; claims of infringement of third-party intellectual property rights; the failure to comply with laws relating to individually identifiable information, and personal health information and 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 estimate the scope of work or the costs of performance in our contracts; our continuing emphasis on and shift toward technology-led digital transactions; customer decision-making cycles and lead time for customer commitments; 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 attract and retain key employees; increases in the cost of telephone and data services or significant interruptions in such services; our failure to develop new service offerings; our ability to modernize our information technology infrastructure and consolidate data centers; our ability to comply with data security standards; our ability to receive dividends or other payments from our subsidiaries; changes in tax and other laws and regulations; changes in government regulation and economic, strategic, political and social conditions; the outcome of litigation to which we are a party from time to time; changes in the volatility of our stock price 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 a result of new information, subsequent events or otherwise. ²

Cautionary Statements



Non-GAAP Financial Measures

We have reported our financial results in accordance with U.S. generally accepted accounting principles (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 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, our 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 supplemental 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.

Investment Thesis

INDUSTRY LEADER

- ✓ Leading provider in various commercial and government services
- ✓ Scale and marquee customers across industries
- ✓ Relationships with majority of Fortune 100

IMPROVING FUNDAMENTALS

- ✓ Turnaround taking hold: improving client retention and client delivery
- ✓ Improving sales leading to stronger backlog
- ✓ Effective cost take-out & efficiency programs

RESILIENT BUSINESS

- ✓ Strong balance sheet, 2.6x net leverage, \$437M cash⁽¹⁾
- ✓ Diverse portfolio with counter-cyclical businesses
- ✓ Nimble and Responsive Business Continuity Team

ATTRACTIVE VALUATION

- ✓ Discounted valuation compared to peer set
- ✓ Peers trade an average of 13-17x EV/EBITDA⁽²⁾
- ✓ CNDT currently trading at 4.7x EV/EBITDA⁽³⁾; FCF yield⁽⁴⁾ of 42%

“Conduent is a leading BPO competitor with ~\$4B in revenue, operating in attractive growing markets and we have just taken some major steps in our turnaround. We have solid client relationships, a strong balance sheet with access to capital and a good backlog and pipeline. Our sales team is on track to increase new business signings by approximately 60% in 2020. We currently trade at a discount to peers given historical performance, but with a new management team leading the company’s transformation, strong new business signings and increased client retention, we are positioned to turn the company around.”

(1) Leverage and cash figure as of Q2 2020. See slide 21 for details.
(2) See notes on slide 11.

(3) EV on 6/30/20 of \$2.15B based on stock price of \$2.39/sh divided by TTM Adjusted EBITDA on 6/30/20 of \$463M.
(4) TTM adjusted Free Cash Flow on 6/30/20 of \$212M divided by Market Cap of \$500M on 6/30/20.

What We Do



We deliver mission-critical services and solutions on behalf of businesses and governments – *creating exceptional outcomes for our clients and the millions of people who count on them.*



Automating processes



Improving efficiencies



Enabling growth



Reducing costs



Improving end-user outcomes, satisfaction and loyalty

An Essential Partner to our Clients



Who We Are

Among the Largest Business Services Companies in the Market



COMMERCIAL

On behalf of global enterprises, we transform business processes by automating and streamlining mission-critical operations through our deep industry experience and the latest technology solutions, to drive efficiencies, reduce costs, increase compliance and enable revenue growth, while enhancing the end user experience.

Core Offerings

- HR Services
- Medical Claims Management
- Healthcare Solutions
- Customer Experience Management
- Document Management
- Business Operations Solutions
- Financial Industry Solutions
- Finance, Accounting, & Procurement

~54%
of revenue ⁽¹⁾



GOVERNMENT

On behalf of federal, state and local governments, we deliver mission-critical services and solutions that reduce costs, increase program participation, and improve compliance for agencies while providing intuitive, easy-to-use tools for the people and communities they serve.

Core Offerings

- Child Support Solutions
- Payment Solutions
- Government Healthcare Solutions
- Labor, Workforce & General Government

~29%
of revenue ⁽¹⁾



TRANSPORTATION

On behalf of government agencies and authorities in the transportation industry, we deliver mission-critical 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

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

~17%
of revenue ⁽¹⁾

Driving Exceptional Outcomes for Clients



Over
\$11B

In child support payments processed more efficiently each year

50%

cost savings by

Transforming traditional communications into digital interactions

\$17B

in savings

From more precise analysis of 25 million medical bills

Over
40%

client savings

From streamlining services and collections

Over
\$9.5B

In tolling revenue processed each year getting travelers to their destinations faster

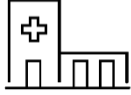
Up to
40%

Efficiency increase in HR operations

Commercial Healthcare



Payer



Provider



Pharma &
Life Sciences



Medical Claims
Management

Commercial Contact Center



Phone



Email



Chat



Self-service

Commercial HR Services



Health &
Wellness



Wealth &
Retirement



HR
Management



Learning &
Development

Commercial Transaction Processing



Customer
Communications



Document &
Data Management



Payments
Processing



Finance, Accounting
& Procurement

Transportation



Roadway
Usage



Transit



Curbside
Management



Public
Safety

Government



Payments



Child
Support



Case
Management









Eligibility &
Enrollment



Government
Healthcare

Significant Opportunity to Unlock Value

	CONDUENT ¹	PEER GROUP
 <p>COMMERCIAL</p>	<p>Key performance metrics</p> <p>Revenue: \$2.4B</p> <p>Adj. EBITDA: \$542M</p>	 <p>EV/EBITDA Multiple²: ~17x</p>
 <p>GOVERNMENT</p>	<p>Key performance metrics</p> <p>Revenue: \$1.3B</p> <p>Adj. EBITDA: \$423M</p>	 <p>EV/EBITDA Multiple²: ~13x</p>
 <p>TRANSPORTATION</p>	<p>Key performance metrics</p> <p>Revenue: \$781M</p> <p>Adj. EBITDA: \$157M</p>	 <p>EV/EBITDA Multiple²: ~13x</p>

1. Conduent FY 2019. Results, excludes shared infrastructure and corporate costs
 2. Next Full Year EV/EBITDA for public companies as of 8/5/20.

"I am beyond grateful for your partnership throughout this year's runout! Thank you for working late nights and weekends to ensure that we service our members! Thank you for covering shifts, handling queues and assignments, and most of all for working to meet our service agreements. Job well done!!"

-Insurance Company

"Conduent allowed us to mitigate impacts from the COVID-19 crisis with realization of closure as well as continuity of operations in a difficult context. Please thank all your teams on our behalf"

-Auto Company

"Conduent rose to the occasion of being at the forefront in these troubling and challenging times and came out better. Yes, all these efforts and the rewards that come our way is a step forward to win it together..."

-Employee, IT, India

"Thank you for the update, and for caring about our safety. A special thanks to Conduent Guatemala, who is looking after our safety so effectively since the pandemic broke out here in mid March."

-Employee, HRLS, Guatemala

"As a new employee who joined right at the start of COVID lockdown, I really appreciate the transparency and information you update us with! "

--Employee, Sales, United States

Q2 2020 Highlights

Business Update

- Q2 Revenue and Adj EBITDA above expectations
 - Revenue of \$1,016M; Adj. EBITDA⁽¹⁾ of \$110M
 - Revenue performance led by Government Services (Payments) volumes and lower than anticipated volume pressure on Transportation
 - Adj EBITDA performance led by revenue performance and cost savings
- Q2 Revenue and Adj EBITDA **excluding** COVID-19 impact also above expectations
 - Revenue down ~-(5.5)% Y/Y when excluding ~\$(35)M COVID impact
 - Adj EBITDA Margin performance ex-COVID at high end of initial expectations
- \$623M in TCV new business signings in Q2 2020; up 90% Y/Y
 - Annual Recurring Revenue signings of \$105M; up 25% Y/Y

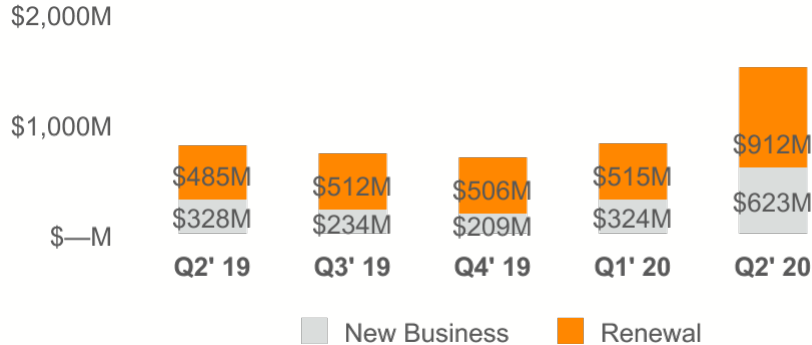
Operational Summary

- Expect to significantly overachieve \$100M+ FY 2020 cost savings target driven by temporary and permanent actions
- Y/Y improvement in operational and technology performance
- Focus on strengthening client relationships leading to improved retention
- Currently ~75% of associates working from home. Planning phased and measured return to Conduent locations (depending on COVID-19 conditions)

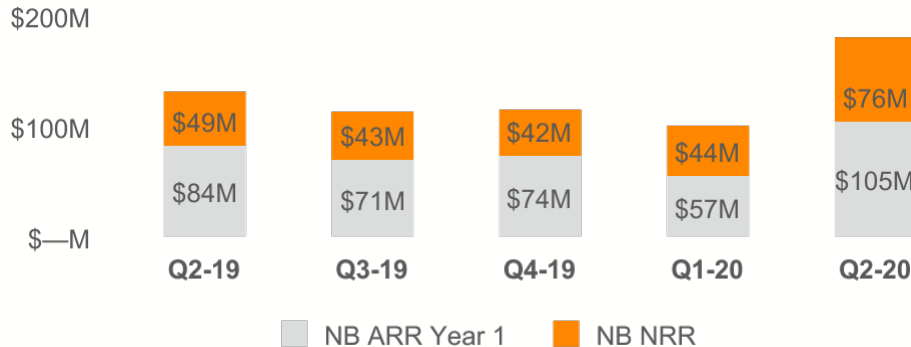
(1) Refer to Appendix for complete Non-GAAP reconciliations of Adjusted EBITDA. This metric is adjusted to exclude divestitures and other items.

Continued Sales Momentum

TCV Signings



New Business (ARR and NRR)



Select Wins

COMMERCIAL

New logo with leading commercial healthcare payer, providing managed care services and leveraging HSP acquisition

GOVERNMENT

New logo with Michigan Health & Human Services to provide \$1.3B in annual state disbursements serving 845,000 children

TRANSPORTATION

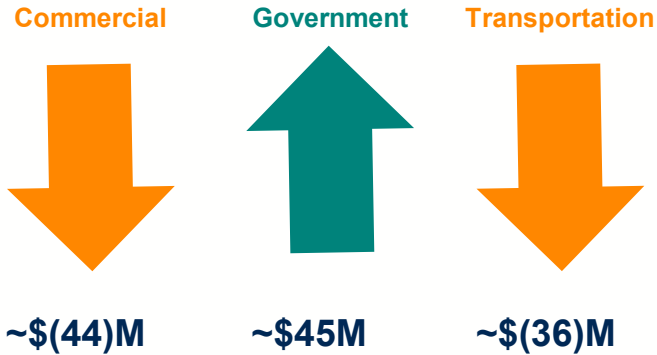
New Logo with Ohio Turnpike Authority for Turnpike and Infrastructure Commission, providing E-ZPass Service, 216 lanes and 53M vehicles annually

- Strongest New Business TCV signings since spin⁽¹⁾; \$623M, up 90% Y/Y, up 92% Q/Q
- ARR Signings up 25% Y/Y, up 84% Q/Q
- Pipeline grew to \$22B

(1) Normalized for divestitures

COVID-19 Business Update

Q2 2020 COVID-19 Revenue Impact



- **Commercial:** Pressure in Transaction Processing (reduced dental, auto, travel, etc), HRLS (BenefitWallet interest rate declines), and Commercial Healthcare (medical and workers comp claim volume)
- **Government:** Significant volume increases in unemployment and SNAP
- **Transportation:** Declines in tolling volume and project delays for portion of quarter

COVID-19 Related Government Business Performance



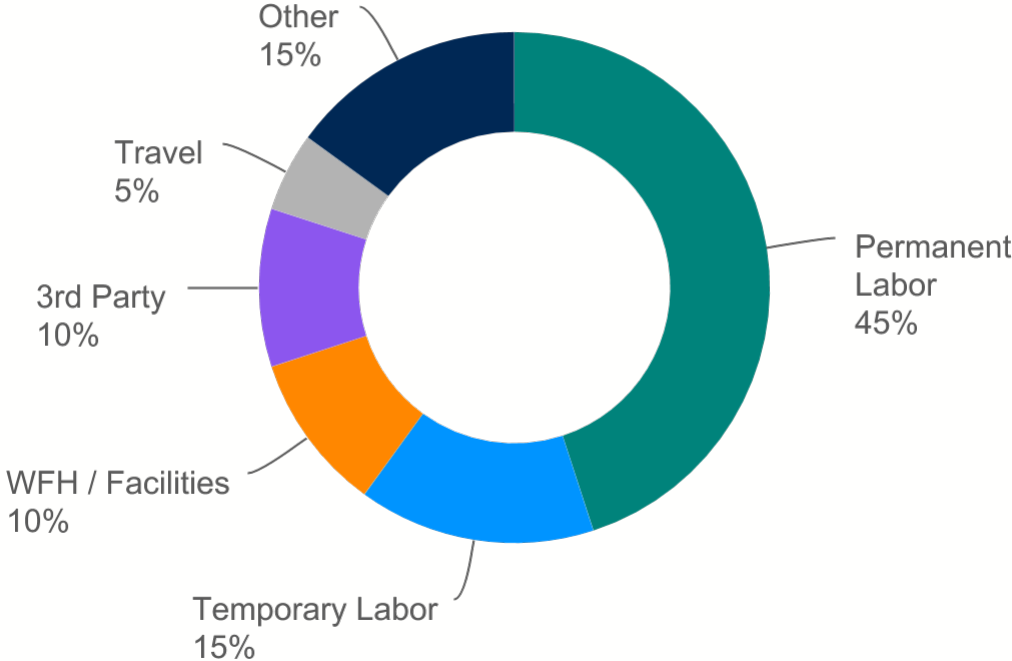
- ~\$45M Q2 COVID-19 related benefit in Government business
- Current expectation for COVID-19 related Government impact for FY 2020 of ~\$80M+
- Government services business provides counter cyclical offset to Commercial and Transportation declines

(1) Supplemental Nutrition Assistance Program (SNAP). Increase based on active card holders; includes temporary Pandemic SNAP.

Cost Savings Update

- Expect to significantly overachieve FY 2020 annual cost savings target of \$100M+ (targeting 60/40 permanent vs temporary)
- Temporary actions include travel, furloughs, reduced vendor spend, etc.
- Permanent actions include operating model improvement (spans and layers), vendor rationalization, shared services, real estate-related efficiency, etc.

% of Total Cost Savings⁽¹⁾



Delivering on cost savings plan via optimization without sacrificing "Quality"

(1) Represents approximate percentages as a total of targeted program

Transformation Update



GROWTH

- Segmented business for investment and growth tactics leading to better capital and strategic allocation
- Driving improved win rates... More selective and deliberate approach on decisions to bid
- Investing in top-graded talent, systems and processes to improve forecasting, lead generation, etc.



EFFICIENCY

- Hired operations lead to further consolidate shared services operations and drive efficiency / margin expansion
- Full organization assessment to increase span of control and reduce unnecessary layers resulting in 1500+ permanent role eliminations
- Optimizing Real Estate portfolio leveraging work-from-home; reduced portfolio square footage by ~5% in 1H20



QUALITY

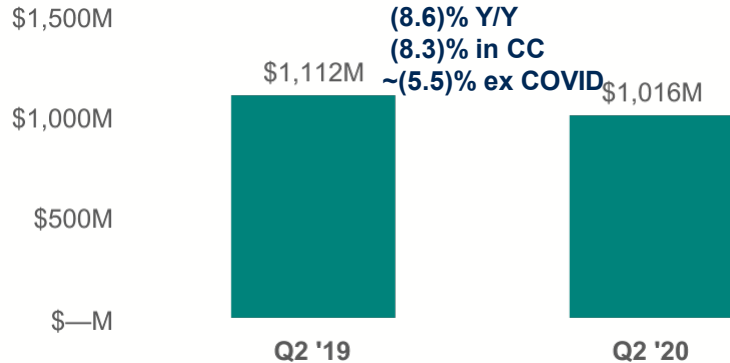
- Command center and proactive monitoring continues to reduce outages and resolution times
- Progress consolidating data centers with minimal incidents... will create improved performance, consistency, standardization and security
- Improving governance and process controls to enhance implementations and SLA performance

Continuing to improve upon "Growth", "Quality", and "Efficiency" pillars of Transformation focus

Financials

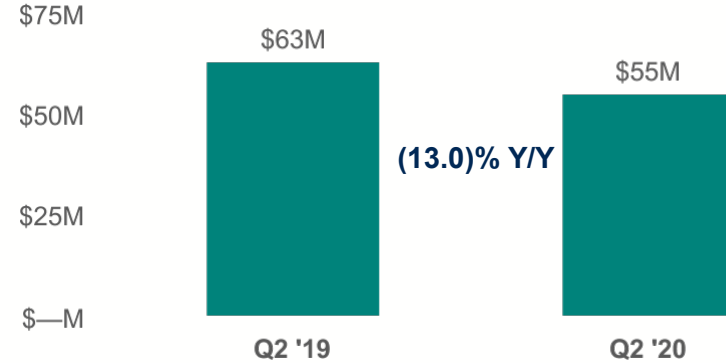
Q2 2020 P&L Metrics

Revenue



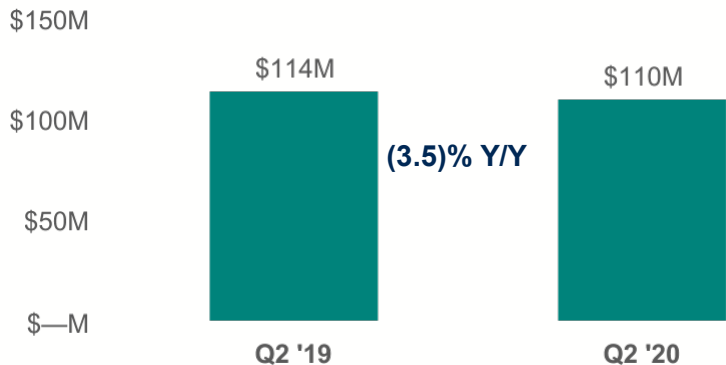
GAAP:	\$1,112M	\$1,016M
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Adj. Operating Income⁽¹⁾



GAAP:	\$(1,119)M	\$(64)M
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Adj. EBITDA⁽¹⁾



As Reported⁽²⁾:	\$114M	\$110M
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• Revenue:

- Decline driven by prior year lost business and COVID-19 pressure from Transportation, HRLS, CHC, and TP partially offset by COVID-19 related Government increases
- ~(-5.5)% BAU decline Y/Y when you exclude ~\$(35)M COVID-19 impact

• Adj. Operating Income⁽¹⁾ and Adj. EBITDA⁽¹⁾:

- Decline driven by lower revenue contribution
- COVID-19 net impact of ~\$(8)M including temporary cost savings

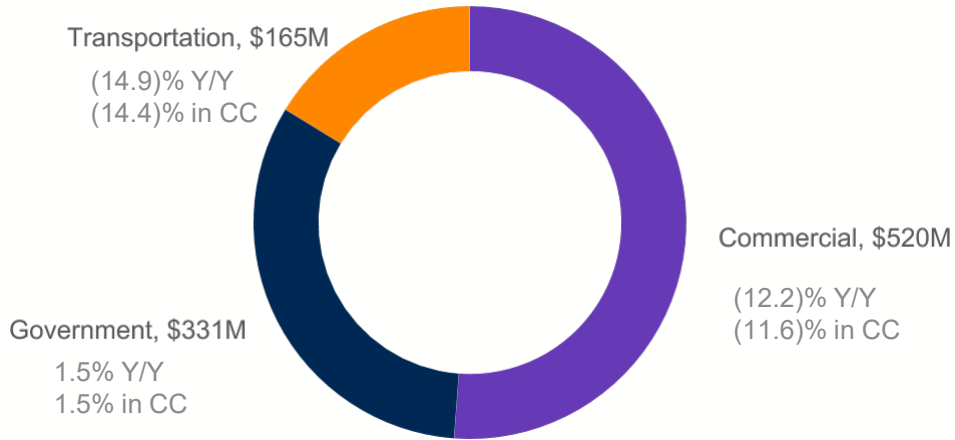
- **Adj. EBITDA Margin⁽¹⁾:** 10.8%, up 50 bps Y/Y; margin improvement driven by cost reductions.

(1) Refer to Appendix for complete Non-GAAP reconciliations of adjusted operating income and adjusted EBITDA/margin. These metrics are adjusted to exclude divestitures and other items.

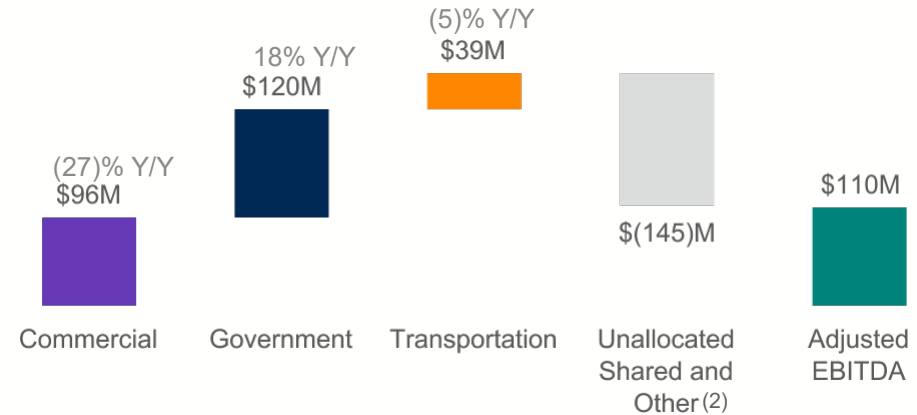
(2) Includes divested businesses.

Q2 2020 P&L by Segment

Revenue



Adj. EBITDA⁽¹⁾ Contributions



- **Commercial:** declines driven by prior year lost business (in Customer Experience and HRLS) and COVID-19 related volume declines and interest rate impact
- **Government:** growth driven by increase in COVID-related volumes and new business partially offset by CAMMIS loss net of transition revenues
- **Transportation:** declines driven by COVID-19 related volume pressure partially offset by new international transit

- **Commercial:** AEBITDA decline driven by revenue pressure and exit costs related to contract loss, partially offset by reduced IT, labor, and real estate; margin 18.5% down (380) bps Y/Y
- **Government:** AEBITDA driven by higher revenue and reduced IT and labor; margin 36.3% up 500 bps Y/Y
- **Transportation:** AEBITDA down driven by revenue partially offset by reduced labor; margin 23.6% up 250 bps Y/Y; margin improvement driven by transformation
- **Unallocated shared costs:** unallocated spend reduced by (9.9)% driven by cost reduction program

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

(2) Includes \$(144) million in Unallocated Shared Infrastructure and Corporate related plus \$(1) million of Other adjusted EBITDA.

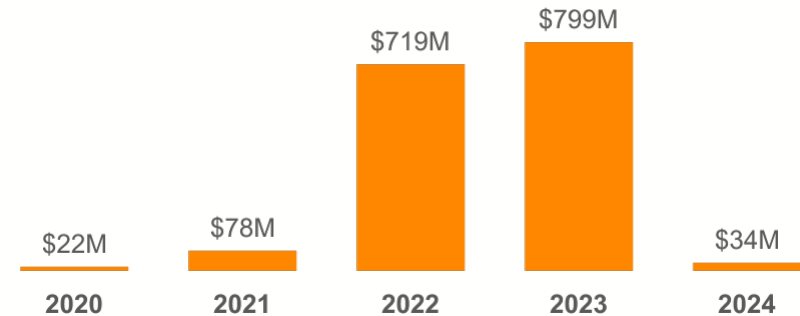
Q2 2020 Cash Flow and Balance Sheet

- Q2 Adj. Free Cash Flow⁽¹⁾: \$40M
- Q2 Capex⁽⁶⁾ as % of revenue: 3.5%
- Net leverage ratio⁽⁷⁾ of 2.6x
- \$437M of cash⁽²⁾ at end of Q2

Balance Sheet

(\$ in millions)	12/31/2019	6/30/2020
Total Cash ⁽²⁾	\$505	\$437
Total Debt ⁽²⁾	1,514	1,649
Term Loan A ^(3,4) due 2022	664	648
Term Loan B ⁽³⁾ due 2023	824	820
Revolving Credit Facility due 2022 ⁽⁵⁾	—	150
10.5% Senior Notes due 2024	34	34
Finance Leases	17	19
Net adjusted leverage ratio ⁽⁷⁾	2.1x	2.6x

Debt Maturity^(4,8)



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

(2) Total Cash includes \$9M of restricted cash and Total debt excludes deferred financing costs.

(3) Revolving credit facility and Term Loan A interest rate: LIBOR + 175 bps; Term Loan B: LIBOR + 250 bps.

(4) Term Loan A includes EUR 242M, converted to USD conversion rates on June 30, 2020.

(5) \$592M of available capacity under Revolving Credit Facility as of June 30, 2020.

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

(7) Net debt (total debt less adjusted cash) divided by TTM Adjusted EBITDA (not adjusted for divestitures). Adjusted ratio uses total Debt which excludes deferred financing costs.

(8) Debt maturity amounts exclude \$19M of capital leases and \$(22)M of debt issuance costs and unamortized discounts.

Q3 2020 Expectations

Q3 2020E
REVENUE

\$960M - \$1,010M

Q3 2020E
Adj. EBITDA MARGIN

10% - 11.5%

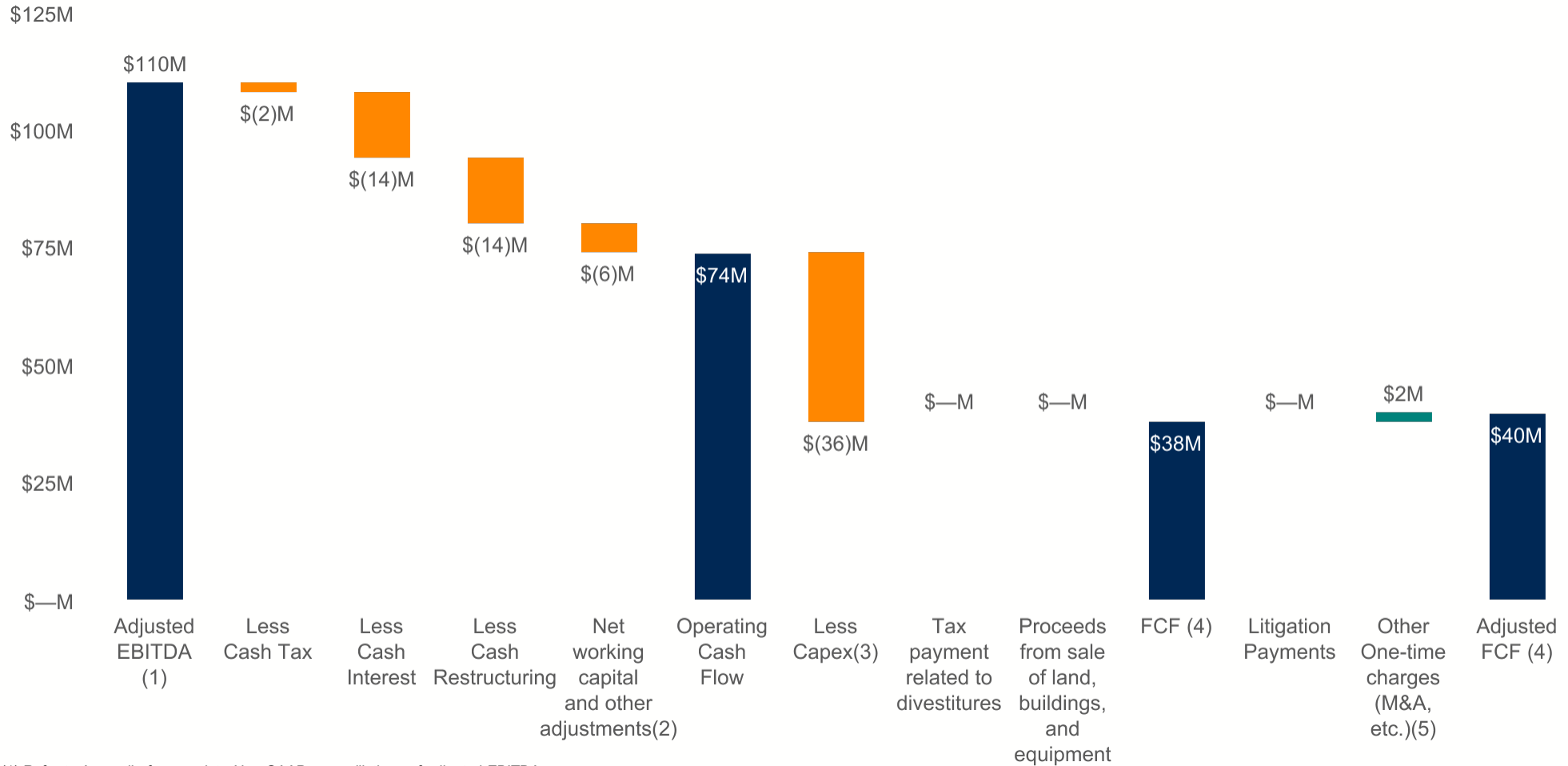
Q&A

Appendix

Modeling Considerations

Metric	FY2020 Commentary
Taxes	<ul style="list-style-type: none"> • FY2020 Cash income taxes: reduced to ~\$30M in cash income taxes, including ~\$6M benefit related to CARES Act • Payroll taxes: ~\$55M of estimated payroll tax withholding will be deferred to 2021/2022 based on current employment levels
Restructuring	<ul style="list-style-type: none"> • Expect ~\$60M of spend in FY2020
Cash Interest	<ul style="list-style-type: none"> • Expect cash interest of \$55 - 60M
Capex	<ul style="list-style-type: none"> • Capex of ~\$140M for FY2020
Texas Litigation Payments	<ul style="list-style-type: none"> • Final \$118M paid in January 2020

AEBITDA to AFCF Bridge Q2 2020



(1) Refer to Appendix for complete Non-GAAP reconciliations of adjusted EBITDA.

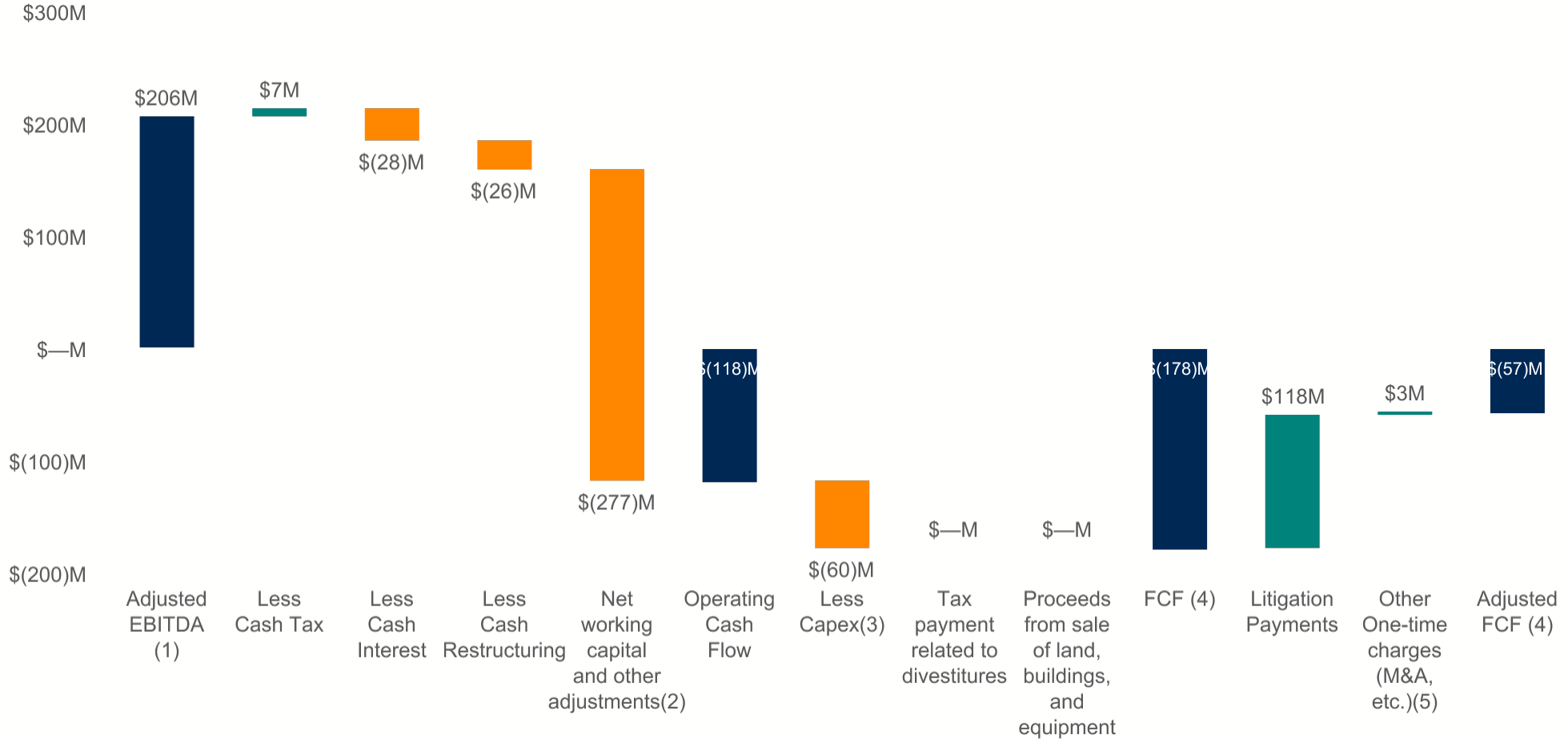
(2) May include changes in operating assets and liabilities, NY MMIS/HE charge, CA MMIS charge, and other adjustments.

(3) Includes cost of additions to internal use software and cost of additions to land, buildings, and equipment.

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

(5) May include transaction costs, transaction costs tax benefit, debt buyback tax benefit, litigation payments, deferred compensation tax benefit, and deferred compensation payments and adjustments.

AEBITDA to AFCF Bridge YTD



(1) Refer to Appendix for complete Non-GAAP reconciliations of adjusted EBITDA.

(2) May include changes in operating assets and liabilities, NY MMIS/HE charge, CA MMIS charge, and other adjustments.

(3) Includes cost of additions to internal use software and cost of additions to land, buildings, and equipment.

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

(5) May include transaction costs, transaction costs tax benefit, debt buyback tax benefit, litigation payments, deferred compensation tax benefit, and deferred compensation payments and adjustments.

Definitions

TCV: Total contract value. Signings are defined as estimated future revenues from contracts signed during the period, including renewals of existing contracts. Total Contract Value (TCV) is the estimated total contractual revenue related to signed contracts. Excludes the impact of divested business when applicable.

Total New Business Pipeline: Total New Business 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.

New Business Annual Recurring Revenue Year 1: Single year revenue amount of ARR for New Business. Excludes the impact of divested business when applicable.

New Business Non-Recurring Revenue: Total non-recurring revenue for New Business. Excludes the impact of divested business when applicable.

Non-GAAP Financial Measures

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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 Earnings per Share and Adjusted Effective Tax Rate.

We make adjustments to Income (Loss) before Income Taxes for the following items as applicable to the particular measure, for the purpose of calculating Adjusted Revenue, Adjusted Net Income (Loss), Adjusted Earnings per Share 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.
- Goodwill impairment. This represents Goodwill impairment charge related to the unanticipated losses of certain customer contracts, lower potential future volumes and lower than expected new customer contracts for all reporting units.
- (Gain) loss on divestitures and transaction costs. Represents (gain) loss on divested businesses and transaction costs.
- Litigation costs (recoveries), net. Litigation costs (recoveries), net represents provisions for various matters subject to litigation.
- Other charge (credit). This comprises other (income) expenses, net, costs associated with the Company not fully completing the State of New York Health Enterprise Platform project and the Health Enterprise Medical platform projects in California and Montana and other adjustments.
- Divestitures. (Revenue) / (Income) loss from 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 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 Margin for the following items (as defined above), 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 costs (recoveries), net.
- Other charge (credit).
- 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.

We provide adjusted revenues as supplemental information to our presentation of reported GAAP revenue in order to facilitate additional information to our investors concerning period-to-period comparisons reflecting the impact of our divestitures.

Non-GAAP Financial Measures

Consolidated 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 (which are defined above). 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 costs (recoveries), net.
- Other charge (credit).
- 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 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, tax payments related to divestitures and proceeds from sales of land, buildings and equipment. We use the non-GAAP measure of Free Cash Flow as a criterion of liquidity and performance-based components of employee compensation. 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. Note, as of 3/31/2020 the company is no longer backing out vendor financed leases from Free Cash Flow and has updated all historical numbers to reflect the change.

Adjusted Free Cash Flow

Adjusted free cash flow is defined as Free Cash Flow from above plus deferred compensation payments, transaction costs, costs related to Texas litigation, 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; by excluding certain deferred compensation costs and our one-time Texas settlement costs, as well as transaction costs and transaction cost tax benefit related to acquisitions and divestitures, 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, 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.

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 can be 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 outlook for adjusted EBITDA we exclude certain items which are otherwise included in determining the comparable GAAP financial measure. A description of the adjustments which historically have been applicable in determining adjusted EBITDA are reflected in the table below. We are providing such outlook only on a non-GAAP basis because the Company is unable 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 revenue on a constant currency basis due to the inability to accurately predict foreign currency impact on revenues. Outlook for Free Cash Flow and Adjusted Free Cash Flow is provided as a factor of expected adjusted EBITDA, see above. For the same reason, we are unable to provide GAAP expected adjusted tax rate, which adjusts for our non-GAAP adjustments.

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, tax payments related to divestitures and proceeds from sales of land, buildings and equipment. We use the non-GAAP measure of Free Cash Flow as a criterion of liquidity and performance-based components of employee compensation. 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. Note, as of 3/31/2020 the company is no longer backing out vendor financed leases from Free Cash Flow and has updated all historical numbers to reflect the change.

Adjusted Free Cash Flow

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Non-GAAP Outlook

In providing outlook for adjusted EBITDA we exclude certain items which are otherwise included in determining the comparable GAAP financial measure. A description of the adjustments which historically have been applicable in determining adjusted EBITDA are reflected in the table below. We are providing such outlook only on a non-GAAP basis because the Company is unable to predict with reasonable certainty the totality or ultimate outcome or occurrence of these adjustments for the forward-looking period, such as amortization, restructuring, NY MMIS, CA MMIS, HE charge/(credit), goodwill impairment, and certain other adjusted items, 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 and outlook for revenue on a constant currency basis due to the inability to accurately predict foreign currency impact on revenues. Outlook for Free Cash Flow and Adjusted Free Cash Flow is provided as a factor of expected adjusted EBITDA, see above. For the same reason, we are unable to provide GAAP expected adjusted tax rate, which adjusts for our non-GAAP adjustments.

For detailed reconciliations of all non-GAAP measurements, please reference the Q2 2020 Earnings Presentation, filed with the SEC on Form 8-k on August 6, 2020.

