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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): February 14, 2024

CONDUENT INCORPORATED
(Exact name of registrant as specified in its charter)

New York	001-37817	81-2983623
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(IRS Employer Identification No.)

100 Campus Drive, Suite 200,
Florham Park, New Jersey
07932
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (844) 663-2638

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.01 par value	**CNDT**	**NASDAQ Global Select Market**

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (CFR 240.12b-2).☐ Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 2.02. Results of Operations and Financial Condition.

On February 14, 2024, Conduent Incorporated ("Registrant") released its fourth quarter 2023 earnings and is furnishing to the Securities and Exchange Commission (the "Commission") a copy of the earnings press release as Exhibit 99.1 to this Current Report on Form 8-K (this "Report") under Item 2.02 of Form 8-K.

The information contained in Item 2.02 of this Report and in Exhibit 99.1 shall not be deemed “filed” with the Commission for purposes of Section 18 of the Exchange Act of 1934, as amended, or otherwise subject to the liability of that section.

Item 7.01. Regulation FD Disclosure.

On February 14, 2024, Registrant conducted an earnings call regarding its 2023 fourth quarter results and is furnishing to the Commission a copy of the presentation used during the earnings call as Exhibit 99.2 to this Report under Item 7.01 of Form 8-K.

The information contained in Item 7.01 of this Report and in Exhibit 99.2 to this Report shall not be deemed “filed” with the Commission for purposes of Section 18 of the Exchange Act of 1934, as amended, or otherwise subject to the liability of that section.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Registrant’s fourth quarter 2023 earnings press release dated February 14, 2024
99.2	Registrant’s investor presentation dated February 14, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

Forward-Looking Statements

This Report and any exhibits to this Report may contain "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995, as amended (the "Litigation Reform Act"). The words “anticipate,” “believe,” “estimate,” “expect,” "plan," “intend,” “will,” “aim,” “should,” “could,” “forecast,” “target,” “may,” "continue to," "endeavor," "if," “growing,” “projected,” “potential,” “likely,” "see," "ahead," "further," "going forward," "on the horizon," and similar expressions (including the negative and plural forms of such words and phrases), 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. 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 Report, any exhibits to this Report 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: 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; risk and impact of geopolitical events and increasing geopolitical tensions, macroeconomic conditions, natural disasters and other factors in a particular country or region on our workforce, customers and vendors; our ability to deliver on our contractual obligations properly and on time; changes in interest in outsourced business process services; 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; 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; expectations relating to environmental, social and governance considerations; utilization of our stock repurchase program; 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; 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; risk and impact of potential goodwill and other asset impairments; our significant indebtedness and the terms of such indebtedness; our failure to obtain or maintain a satisfactory credit rating and financial performance; 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; increases in the cost of voice and data services or significant interruptions in such services; our ability to receive dividends or other payments from our subsidiaries; 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 Commission. Any forward-looking statements made by us in this Form 8-K 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 because of new information, subsequent events or otherwise, except as required by law.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Registrant has duly authorized this Report to be signed on its behalf by the undersigned duly authorized.

Date: February 14, 2024

CONDUENT INCORPORATED

By: ***/s/ STEPHEN WOOD***
Stephen Wood
Executive Vice President and Chief Financial Officer

News from Conduent

Conduent Incorporated
100 Campus Drive, Suite 200
Florham Park, NJ 07932
www.conduent.com

Conduent Reports Fourth Quarter and Full Year 2023 Financial Results

Key Q4 and Full Year 2023 Highlights

- Revenue and Adj. Revenue(1): Q4 $953M / FY $3,722M
- Pre-tax Income (Loss): Q4 $(4)M / FY $(332)M
- Adj. EBITDA Margin(1): Q4 10.8% / FY 10.2%
- New business signings ACV(2): Q4 $152M / FY $639M
- Net ARR Activity Metric(2) (TTM): $62M

FLORHAM PARK, NJ, February 14, 2024 - Conduent (NASDAQ: CNDT), a global technology-led business process solutions company, today announced its fourth quarter and full year 2023 financial results.

Cliff Skelton, Conduent President and Chief Executive Officer stated, “Our Q4 results contributed to a strong finish to 2023, with Adjusted Revenue, Adjusted EBITDA and Adjusted EBITDA Margin exceeding our previously described Outlook for 2023. While we experienced some macroeconomic headwinds in our Commercial sales efforts, our Total Contract Value sales were up 20% year over year—the highest in company history—and our new business pipeline remains quite strong, up 10% year on year. In March, 2023, we outlined a game plan for growth, rationalization, and improved cash flow generation with a target 2025 exit plan. We concluded year one of that plan with two portfolio divestiture announcements expected to close in the first half of 2024, a share repurchase program well underway, several key client wins, and renewed confidence in our plan to further rationalize the portfolio and efficiently deploy capital for the future. We continued to earn recognition for culture and leadership, earned industry recognition for our product and service capabilities, and our 59,000 strong team delivered outstanding service and solutions to our clients and end-users throughout the year. We enter the second year of our three-year plan with enthusiasm and confidence in the road ahead.”

Key Financial Q4 & Full Year 2023 Results

($ in millions, except margin and per share data)	Q4 2023	Q4 2022	Current Quarter Y/Y B/(W)	FY 23	FY 22	FY Y/Y B/(W)
Revenue	$953	$986	(3.3)%	$3,722	$3,858	(3.5)%
Adjusted Revenue(1)	$953	$986	(3.3)%	$3,722	$3,851	(3.3)%
GAAP Net Income (Loss)	$6	$(333)	101.8%	$(296)	$(182)	(63)%
Adjusted EBITDA(1)	$103	$95	8.4%	$378	$394	(4.1)%
Adjusted EBITDA Margin (1)	10.8%	9.6%	120 bps	10.2%	10.2%	— bps
GAAP Income (Loss) Before Income Tax	$(4)	$(365)	98.9%	$(332)	$(127)	(161)%
GAAP Diluted EPS	$0.02	$(1.55)	101.3%	$(1.41)	$(0.89)	(58)%
Adjusted Diluted EPS(1)	$0.03	$0.01	200%	$(0.04)	$0.23	(117)%
Cash Flow from Operating Activities	$122	$51	139%	$89	$144	(38)%
Adjusted Free Cash Flow(1)	$93	$24	288%	$(5)	$6	(183)%

Performance Commentary

During the fourth quarter of 2023, we entered into a definitive agreement to sell our Curbside Management and Public Safety Solutions businesses for $230 million plus the assumption of certain liabilities, showing the continued efforts and success towards our portfolio rationalization strategy. We anticipate completing this transaction during the first half of 2024.

Full year 2023 pre-tax income (loss) was $(332)M versus $(127)M in the prior year. The 2023 loss was driven by a goodwill impairment as a result of the BenefitWallet divestiture; the expected gain on this transaction of approximately $425 million will be recorded at close in the first half of 2024.

Full year 2023 Adjusted EBITDA of $378M and Adjusted EBITDA Margin of 10.2% exceeded expectations.

Revenue and Adjusted Revenue for the full year 2023 also exceeded expectations, however, lower than the prior year.

New business TCV pipeline remains strong, growing 6% quarter-over-quarter and 10% year-over-year, driven by a number of sizeable early-stage opportunities in our Government and Transportation Segments.

Conduent's $1.1 billion total liquidity position remains strong with long-dated debt maturities and a modest net leverage ratio.

In the fourth quarter, we repurchased approximately 6.6 million shares of common stock in connection with our ongoing share repurchase program, totaling approximately 8.8 million shares repurchased for the full year 2023.

Additional Q4 & Full Year 2023 Performance Highlights

Conduent achieved several milestones in our technology-led solutions, operational excellence and culture, including:

- Awarded Transit contract with Victoria, Australia, the largest Total Contract Value in company history, and selected by Virgin Atlantic for customer experience management;
- Announced strong wins in Government Healthcare, including contract wins in New Mexico and Delaware, and a system implementation in Mississippi;
- Became the first BPS provider to offer the U.S. Federal Reserve's FedNow℠ Service for instant payments and launched Rapid Assistance Solution to help agencies expedite disbursement of emergency relief funds;
- Introduced FastCap® Finance Analytics that frees up cash for operations, improves financial security and supports growth; and
- Launched partnership with Schwab Retirement Plan Services to expand capabilities for benefit plan offerings for clients.
- Earned “Leader” recognition from:
    - ISG Provider Lens™ Customer Experience Services;
    - Everest Group Healthcare Payer Operations PEAK Matrix® Assessment, and PEAK Assessment for Healthcare Customer Experience Management; and
    - NelsonHall in its Benefits Administration NEAT evaluation, Healthcare Payer Operational Transformation and Cloud HR Transformation Services.
- Achieved numerous recognitions related to our workplace culture, such as:
    - Named a Silver Employer for LGBTQ+ inclusion by the India Workplace Equality Index (IWEI) for the second straight year;

- Recognized by Forbes as one of America's Best 500 Employers for Diversity for the third year in a row; and
- Named to Newsweek's Top 100 Global Most Loved Workplaces 2023.

FY 2024 Outlook[2,3]

	FY 2023 Actuals	FY 2024 Outlook[2,3]
Adj. Revenue[1]	$3,722M	$3,600M - $3,700M
Adj. EBITDA[1] / Adj. EBITDA Margin[1]	$378M / 10.2%	8% - 9%
Adj. Free Cash Flow[1] as % of Adj. EBITDA[1]	(1.3)%	5% - 10%

(1) Refer to Appendix for definition and complete Non-GAAP reconciliations of Adjusted Revenue, Adjusted EBITDA, Adjusted EBITDA Margin, Adjusted Diluted EPS and Adjusted Free Cash Flow.

(2) Refer to Appendix for definition.

(3) Refer to Appendix for Additional information regarding non-GAAP outlook. FY 2024 Outlook is not adjusted for divestiture activity.

Conference Call

Management will present the results during a conference call and webcast on February 14, 2024 at 9:00 a.m. ET.

The call will be available by live audio webcast along with the news release and online presentation slides at https://investor.conduent.com/.

The conference call will also be available by calling 877-407-4019 toll-free. If requested, the conference ID for this call is 13743384.

The international dial-in is 1-201-689-8337. The international conference ID is also 13743384.
A recording of the conference call will be available by calling 1-877-660-6853 three hours after the conference call concludes. The replay ID is 13743384.

The telephone recording will be available until February 28, 2024.

About Conduent

Conduent delivers digital business solutions and services spanning the commercial, government and transportation spectrum — creating exceptional outcomes for its clients and the millions of people who count on them. The company leverages cloud computing, artificial intelligence, machine learning, automation and advanced analytics to deliver mission-critical solutions. Through a dedicated global team of approximately 59,000 associates, process expertise and advanced technologies, Conduent solutions and services digitally transform its clients' operations to enhance customer experiences, improve performance, increase efficiencies and reduce costs. Conduent adds momentum to its clients' missions in many ways, including delivering 43% of nutrition assistance payments in the U.S., enabling 1.3 billion customer service interactions annually, empowering millions of employees through HR services every year and processing nearly 12 million tolling transactions every day. Learn more at www.conduent.com.

Non-GAAP Financial Measures

We have reported our financial results in accordance with accounting principles generally accepted in the U.S. (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, 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 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. Refer to the "Non-GAAP Financial Measures" section attached to this release for a discussion of these non-GAAP measures and their reconciliation to the reported U.S. GAAP measures.

Forward-Looking Statements

This press release, any exhibits or attachments to this release, and other public statements we make may contain "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," “endeavor,” "if,” “growing,” “projected,” “potential,” “likely,” "see," "ahead," "further," "going forward," "on the horizon," and similar expressions (including the negative and plural forms of such words and phrases), 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 or any attachment to 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; statements regarding portfolio divestitures, such as the sale of the BenefitWallet HSA portfolio and Curbside Management and Public Safety Solutions business, including all statements regarding anticipated timing of closing of such divestitures; statements regarding our portfolio rationalization plan, including entering the second year of the plan with confidence in the road ahead; and our projected financial performance for the full year 2024 and 2025, including all statements made under the section captioned “FY 2024 Outlook” within this release. These statements reflect our current views with respect to future events and are subject to certain risks, uncertainties and assumptions, many of which are outside of our control, that could cause actual results to differ materially from those expected or implied by such forward-looking statements contained in this press release, any exhibits to this press release and other public statements we make.

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: government appropriations and termination rights contained in our government contracts; the competitiveness of the markets in which we operate; 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; risk and impact of geopolitical events and increasing geopolitical tensions (such as the wars in the Ukraine and Middle East), macroeconomic conditions, natural disasters and other factors in a particular country or region on our workforce, customers and vendors; our ability to deliver on our contractual obligations properly and on time; changes in interest in outsourced business process services; 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; 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; expectations relating to environmental, social and governance considerations; utilization of our stock repurchase program; 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; 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; risks related to divestitures and acquisitions; risk and impact of potential goodwill and other asset impairments; our significant indebtedness and the terms of such indebtedness; our failure to obtain or maintain a satisfactory credit rating and financial performance; 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; increases in the cost of voice and data services or significant interruptions in such services; our ability to receive dividends or other payments from our subsidiaries; 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 2022 Annual Report 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 release 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 because of new information, subsequent events or otherwise, except as required by law.

# # #

Media Contacts:
Sean Collins, Conduent, +1-310-497-9205, sean.collins2@conduent.com

Investor Contacts:
Giles Goodburn, Conduent, +1-203-216-3546, ir@conduent.com

CONDUENT INCORPORATED
CONDENSED CONSOLIDATED STATEMENTS OF INCOME (LOSS) (UNAUDITED)

(in millions, except per share data)	Three Months Ended December 31, 2023	Three Months Ended December 31, 2022	Year Ended December 31, 2023	Year Ended December 31, 2022
Revenue	$ 953	$ 986	$ 3,722	$ 3,858
Operating Costs and Expenses				
Cost of services (excluding depreciation and amortization)	740	782	2,888	3,018
Selling, general and administrative (excluding depreciation and amortization)	114	108	458	440
Research and development (excluding depreciation and amortization)	2	2	7	7
Depreciation and amortization	65	62	264	230
Restructuring and related costs	13	15	62	39
Interest expense	29	25	111	84
Goodwill impairment	—	358	287	358
(Gain) loss on divestitures and transaction costs, net	2	1	10	(158)
Litigation settlements (recoveries), net	(8)	(1)	(30)	(32)
Other (income) expenses, net	—	(1)	(3)	(1)
Total Operating Costs and Expenses	957	1,351	4,054	3,985
Income (Loss) Before Income Taxes	(4)	(365)	(332)	(127)
Income tax expense (benefit)	(10)	(32)	(36)	55
Net Income (Loss)	$ 6	$ (333)	$ (296)	$ (182)
Net Income (Loss) per Share:				
Basic	$ 0.02	$ (1.55)	$ (1.41)	$ (0.89)
Diluted	$ 0.02	$ (1.55)	$ (1.41)	$ (0.89)

CONDUENT INCORPORATED
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (UNAUDITED)

	Three Months Ended December 31,		Year Ended December 31,	
(in millions)	2023	2022	2023	2022
Net Income (Loss)	$ 6	$ (333)	$ (296)	$ (182)
Other Comprehensive Income (Loss), Net[(1)]				
Currency translation adjustments, net	28	41	31	(41)
Unrecognized gains (losses), net	1	1	1	(1)
Changes in benefit plans, net	(1)	5	(1)	5
Other Comprehensive Income (Loss), Net	28	47	31	(37)
Comprehensive Income (Loss), Net	$ 34	$ (286)	$ (265)	$ (219)

(1) All amounts are net of tax. Tax effects were immaterial.

CONDUENT INCORPORATED
CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

(in millions, except share data in thousands)	December 31, 2023	December 31, 2022
Assets		
Cash and cash equivalents	$ 498	$ 582
Accounts receivable, net	559	630
Assets held for sale	180	—
Contract assets	178	171
Other current assets	240	242
Total current assets	1,655	1,625
Land, buildings and equipment, net	197	266
Operating lease right-of-use assets	191	197
Intangible assets, net	32	39
Goodwill	651	955
Other long-term assets	436	489
Total Assets	$ 3,162	$ 3,571
Liabilities and Equity		
Current portion of long-term debt	$ 34	$ 35
Accounts payable	174	228
Accrued compensation and benefits costs	183	197
Unearned income	91	81
Liabilities held for sale	58	—
Other current liabilities	328	382
Total current liabilities	868	923
Long-term debt	1,248	1,277
Deferred taxes	30	83
Operating lease liabilities	157	160
Other long-term liabilities	84	69
Total Liabilities	2,387	2,512
Series A convertible preferred stock	142	142
Common stock	2	2
Treasury stock, at cost	(27)	—
Additional paid-in capital	3,938	3,924
Retained earnings (deficit)	(2,849)	(2,543)
Accumulated other comprehensive loss	(435)	(466)
Total Conduent Inc. Equity	629	917
Non-controlling Interest	4	—
Total Equity	633	917
Total Liabilities and Equity	$ 3,162	$ 3,571
Shares of common stock issued and outstanding	211,509	218,348
Shares of series A convertible preferred stock issued and outstanding	120	120
Shares of common stock held in treasury	8,841	—

CONDUENT INCORPORATED
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

(in millions)	Three Months Ended December 31, 2023	Three Months Ended December 31, 2022	Year Ended December 31, 2023	Year Ended December 31, 2022
Cash Flows from Operating Activities:				
Net income (loss)	$ 6	$ (333)	$ (296)	$ (182)
Adjustments required to reconcile net income (loss) to cash flows from operating activities:				
Depreciation and amortization	65	62	264	230
Contract inducement amortization	—	1	3	3
Goodwill impairment	—	358	287	358
Deferred income taxes	(31)	(34)	(54)	9
Amortization of debt financing costs	1	1	4	4
(Gain) loss on divestitures and sales of fixed assets, net	—	1	—	(165)
Stock-based compensation	6	6	19	21
Changes in operating assets and liabilities	75	(11)	(138)	(134)
Net cash provided by (used in) operating activities	122	51	89	144
Cash Flows from Investing Activities:				
Cost of additions to land, buildings and equipment	(18)	(30)	(51)	(92)
Cost of additions to internal use software	(11)	(13)	(42)	(61)
Proceeds from divestitures	—	—	—	326
Net cash provided by (used in) investing activities	(29)	(43)	(93)	173
Cash Flows from Financing Activities:				
Payments on revolving credit facility	—	—	—	(100)
Proceeds from the issuance of debt, net	—	13	—	13
Payments on debt	(11)	(9)	(41)	(33)
Treasury stock purchases	(20)	—	(27)	—
Taxes paid for settlement of stock-based compensation	—	—	(7)	(1)
Dividends paid on preferred stock	(3)	(3)	(10)	(10)
Contribution from noncontrolling interest	1	—	4	—
Net cash provided by (used in) financing activities	(33)	1	(81)	(131)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	4	2	6	(8)
Increase (decrease) in cash, cash equivalents and restricted cash	64	11	(79)	178
Cash, Cash Equivalents and Restricted Cash at Beginning of Period	455	587	598	420
Cash, Cash Equivalents and Restricted Cash at End of period(1)	$ 519	$ 598	$ 519	$ 598

(1) Includes $21 million and $16 million restricted cash as of December 31, 2023 and 2022, respectively, that were included in Other current assets on their respective Condensed Consolidated Balance Sheets.

Appendix

Definitions

Net ARR Activity Metric (TTM)

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.

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

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.

TTM: Trailing twelve months.

PBT: Profit before tax.

Non-GAAP Financial Measures

We have reported our financial results in accordance with accounting principles generally accepted in the U.S. (U.S. GAAP). In addition, we have discussed our financial results using non-GAAP measures.

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

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

These reconciliations also include the income tax effects for our non-GAAP performance measures in total, to the extent applicable. The income tax effects are calculated under the same accounting principles as applied to our reported pre-tax performance measures under Accounting Standards Codification 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.
- Goodwill impairment. This represents goodwill impairment charges related to entering the agreement to transfer the BenefitWallet portfolio.

- (Gain) loss on divestitures and transaction costs. Represents (gain) loss on divested businesses and transaction costs.
- Litigation settlements (recoveries), net represents settlements or recoveries for various matters subject to litigation.
- Other charges (credits). This includes Other (income) expenses, net on the Consolidated Statements of Income (loss) and other insignificant (income) expenses 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. Revenue and Adjusted EBITDA of divested businesses are excluded.

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.

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.

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.
- Other charges (credits).

- Abandonment of Cloud Computing Project.
- 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.

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; 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 Full Year 2024 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 is reflected in the table below. In addition, for "Full Year 2024 Outlook", this is not adjusted for divestiture activity. 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 Full Year 2024 outlook for Adjusted revenue only on a non-GAAP basis using foreign currency translation rates at current fiscal year end due to the inability to, without unreasonable efforts, accurately predict foreign currency impact on revenues. Full Year 2024 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 a GAAP expected adjusted tax rate, which adjusts for our non-GAAP adjustments.

Non-GAAP Reconciliations: Revenue at Constant Currency, Adjusted Net Income (Loss), Adjusted Effective Tax, Adjusted Operating Income (Loss) and Adjusted EBITDA were as follows:

	Three Months Ended December 31,		Year Ended December 31,	
(in millions)	2023	2022	2023	2022
ADJUSTED REVENUE				
Revenue	$ 953	$ 986	$ 3,722	$ 3,858
Adjustment:				
Divestitures[1]	—	—	—	(7)
Adjusted Revenue	953	986	3,722	3,851
Foreign currency impact	(6)	9	(11)	39
Revenue at Constant Currency	$ 947	$ 995	$ 3,711	$ 3,890
ADJUSTED NET INCOME (LOSS)				
Net Income (Loss)	$ 6	$ (333)	$ (296)	$ (182)
Adjustments:				
Amortization of acquired intangible assets[2]	2	2	7	13
Restructuring and related costs	13	15	62	39
Goodwill impairment	—	358	287	358
(Gain) loss on divestitures and transaction costs, net	2	1	10	(158)
Litigation settlements (recoveries), net	(8)	(1)	(30)	(32)
Other charges (credits)	6	(1)	3	(1)
Total Non-GAAP Adjustments	15	374	339	219
Income tax adjustments[3]	(11)	(36)	(43)	24
Adjusted Net Income (Loss)	$ 10	$ 5	$ —	$ 61
ADJUSTED EFFECTIVE TAX				
Income (Loss) Before Income Taxes	$ (4)	$ (365)	$ (332)	$ (127)
Adjustments:				
Total Non-GAAP Adjustments	15	374	339	219
Adjusted PBT Before Adjustment for Divestitures	11	9	7	92
Divestitures[1]	—	—	—	(2)
Adjusted PBT	$ 11	$ 9	$ 7	$ 90
Income tax expense (benefit)	$ (10)	$ (32)	$ (36)	$ 55
Income tax adjustments[3]	11	36	43	(24)
Adjusted Income Tax Expense (Benefit)	1	4	7	31
Adjusted Net Income (Loss) Before Adjustment for Divestitures	10	5	—	61
Divestitures[1]	—	—	—	(2)
Adjusted Net Income (Loss)	$ 10	$ 5	$ —	$ 59

CONTINUED (in millions)	Three Months Ended December 31, 2023	Three Months Ended December 31, 2022	Year Ended December 31, 2023	Year Ended December 31, 2022
ADJUSTED OPERATING INCOME (LOSS)				
Income (Loss) Before Income Taxes	$ (4)	$ (365)	$ (332)	$ (127)
Adjustments:				
Total non-GAAP adjustments	15	374	339	219
Interest expense	29	25	111	84
Adjusted Operating Income (Loss) Before Adjustment for Divestitures	40	34	118	176
Divestitures(1)	—	—	—	(2)
Adjusted Operating Income (Loss)	$ 40	$ 34	$ 118	$ 174
ADJUSTED EBITDA				
Net Income (Loss)	$ 6	$ (333)	$ (296)	$ (182)
Income tax expense (benefit)	(10)	(32)	(36)	55
Depreciation and amortization	65	62	264	230
Contract inducement amortization	—	1	3	3
Interest expense	29	25	111	84
EBITDA Before Adjustment for Divestitures	90	(277)	46	190
Divestitures(1)	—	—	—	(2)
EBITDA	90	(277)	46	188
Adjustments:				
Restructuring and related costs	13	15	62	39
Goodwill impairment	—	358	287	358
(Gain) loss on divestitures and transaction costs, net	2	1	10	(158)
Litigation settlements (recoveries), net	(8)	(1)	(30)	(32)
Other charges (credits)	6	(1)	3	(1)
Adjusted EBITDA Before Adjustment for Divestitures	$ 103	$ 95	$ 378	$ 396
Adjusted EBITDA	$ 103	$ 95	$ 378	$ 394

(1) Adjusted for the full impact from revenue and income/loss from divestitures for all periods presented.

(2) Included in Depreciation and amortization on the Consolidated Statements of Income (Loss).

(3) The tax impact of Adjusted Pre-tax income (loss) from continuing operations was calculated under the same accounting principles applied to the 'As Reported' pre-tax income (loss), which employs an annual effective tax rate method to the results and without regard to the adjustments listed.

Non-GAAP Reconciliations: Adjusted Weighted Average Shares Outstanding, Adjusted Diluted EPS, Adjusted Effective Tax Rate, Adjusted Operating Margin and Adjusted EBITDA Margin were as follows:

	Three Months Ended December 31,		Year Ended December 31,	
(Amounts are in whole dollars, shares are in thousands and margins and rates are in %)	2023	2022	2023	2022
ADJUSTED DILUTED EPS[1]				
Weighted Average Common Shares Outstanding	213,625	216,500	216,779	215,632
Adjustments:				
Restricted stock and performance units / shares	3,037	4,296	—	3,612
Adjusted Weighted Average Common Shares Outstanding	216,662	220,796	216,779	219,244
Diluted EPS from Continuing Operations	$ 0.02	$ (1.55)	$ (1.41)	$ (0.89)
Adjustments:				
Total non-GAAP adjustments	0.06	1.72	1.57	1.01
Income tax adjustments[2]	(0.05)	(0.16)	(0.20)	0.11
Adjusted Diluted EPS	$ 0.03	$ 0.01	$ (0.04)	$ 0.23
ADJUSTED EFFECTIVE TAX RATE				
Effective tax rate	272.1 %	8.7 %	10.7 %	(43.9)%
Adjustments:				
Total non-GAAP adjustments	(259.0)%	39.9 %	96.6 %	78.2 %
Adjusted Effective Tax Rate[2]	13.1 %	48.6 %	107.3 %	34.3 %
ADJUSTED OPERATING MARGIN				
Income (Loss) Before Income Taxes Margin	(0.4)%	(37.0)%	(8.9)%	(3.3)%
Adjustments:				
Total non-GAAP adjustments	1.6 %	37.9 %	9.1 %	5.7 %
Interest expense	3.0 %	2.5 %	3.0 %	2.2 %
Margin for Adjusted Operating Income Before Adjustment for Divestitures	4.2 %	3.4 %	3.2 %	4.6 %
Divestitures[3]	— %	— %	— %	(0.1)%
Margin for Adjusted Operating Income	4.2 %	3.4 %	3.2 %	4.5 %
ADJUSTED EBITDA MARGIN				
EBITDA Margin Before Adjustment for Divestitures	9.4 %	(28.1)%	1.2 %	4.9 %
Adjustments:				
Divestitures[3]	— %	— %	— %	— %
EBITDA Margin	9.4 %	(28.1)%	1.2 %	4.9 %
Total non-GAAP adjustments	1.4 %	37.7 %	9.0 %	5.4 %
Divestitures[3]	— %	— %	— %	— %
Adjusted EBITDA Margin Before Adjustment for Divestitures	10.8 %	9.6 %	10.2 %	10.3 %
Divestitures[3]	— %	— %	— %	(0.1)%
Adjusted EBITDA Margin	10.8 %	9.6 %	10.2 %	10.2 %

(1) *Average shares for the 2023 and 2022 calculation of adjusted EPS excludes 5.4 million shares associated with our Series A convertible preferred stock and includes the impact of preferred stock dividend of approximately $3 million and $10 million for the three months and years ended December 31, 2023 and 2022, respectively.*

(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.*

Free Cash Flow and Adjusted Free Cash Flow Reconciliation:

	Three Months Ended December 31,		Year Ended December 31,	
(in millions)	2023	2022	2023	2022
Operating Cash Flow	$ 122	$ 51	$ 89	$ 144
Cost of additions to land, buildings and equipment	(18)	(30)	(51)	(92)
Cost of additions to internal use software	(11)	(13)	(42)	(61)
Free Cash Flow	$ 93	$ 8	$ (4)	$ (9)
Free Cash Flow	$ 93	$ 8	$ (4)	$ (9)
Transaction costs	3	2	9	8
Vendor finance lease payments	(3)	(3)	(15)	(10)
Portion of Texas litigation settlement (recoveries) recognized in Litigation settlements (recoveries), net	—	—	—	(24)
Proceeds from failed sale-leaseback transactions	—	13	—	13
Tax payment related to divestitures and litigation recoveries	—	4	5	28
Adjusted Free Cash Flow	$ 93	$ 24	$ (5)	$ 6

CONDUENT

Conduent Q4 and Full Year 2023 Financial Results

February 14, 2024

Cautionary Statements

CONDUENT

Forward-Looking Statements
This document, any exhibits or attachments to this document, and other public statements we make may contain “forward-looking statements” as defined in the Private Securities Litigation Re Act of 1995. The words “anticipate,” “believe,” “estimate,” “expect,” "plan," “intend,” “will,” “aim,” “should,” “could,” “forecast,” “target,” “may,” "continue to," "endeavor," "if," “growing,” “projected “potential,” “likely,” "see", "ahead", "further," "going forward," "on the horizon," and similar expressions (including the negative and plural forms of such words and phrases), as they relate to us 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 i in this presentation or any attachment to this presentation are forward-looking statements, including, but not limited to, statements regarding our financial results, condition and outlook; chang our operating results; general market and economic conditions; statements regarding portfolio divestitures, such as the sale of the BenefitWallet HSA portfolio and Curbside Management and Safety Solutions business, including all statements regarding anticipated closing of such divestitures; statements regarding confidence in meeting our deployable capital target while continuin share buyback program; our continued focus on delivering outstanding service and solutions to improve client business outcomes; and our projected financial performance for the full year 20 2025, including all statements made under the sections captioned “FY 2023 Actuals and 2024 Outlook”, "Expectations from Divestiture Activity", "Mid-Term Outlook", and "Segment Revenue within this presentation. These statements reflect our current views with respect to future events and are subject to certain risks, uncertainties and assumptions many of which are outside of c control, that could cause actual results to differ materially from those expected or implied by such forward-looking statements contained in this document, any exhibits to this document and ot public statements we make.

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: government appropriation termination rights contained in our government contracts; the competitiveness of the markets in which we operate; our ability to renew commercial and government contracts, including contra awarded through competitive bidding processes; our ability to recover capital and other investments in connection with our contracts; our reliance on third-party providers; risk and impact of geopolitical events and increasing geopolitical tensions (such as the wars in the Ukraine and Middle East), macroeconomic conditions, natural disasters and other factors in a particular count region on our workforce, customers and vendors; our ability to deliver on our contractual obligations properly and on time; changes in interest in outsourced business process services; claims 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 t and retain necessary technical personnel and qualified subcontractors; our failure to develop new service offerings and protect our intellectual property rights; our ability to modernize our info technology infrastructure and consolidate data centers; expectations relating to environmental, social and governance considerations; utilization of our stock repurchase program; the failure t 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 p 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; 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; risks related to divestitures and acquisitions; risk and impact of potential goodwill and other asset impairments; our significant indebtedness and the terms of such indebtedness; failure to obtain or maintain a satisfactory credit rating and financial performance; our ability to obtain adequate pricing for our services and to improve our cost structure; our ability to collect c 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 reven increases in the cost of voice and data services or significant interruptions in such services; our ability to received dividends or other payments from our subsidiaries; and other factors that are 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 i 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 fo 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 forward-looking statements, whether because of new information, subsequent events or otherwise, except as required by law.

Cautionary Statements

Non-GAAP Financial Measures

We have reported our financial results in accordance with accounting principles generally accepted in the U.S.(U.S. GAAP). In addition, we have discussed our financia 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 an 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 ce 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 cu 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 regula uses our supplemental non-GAAP financial measures internally to understand, manage and evaluate our business and make operating decisions, and providing such n 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 n 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 t performance of our business based on certain of these non-GAAP measures. Refer to the "Non-GAAP Financial Measures" and "Non-GAAP Reconciliations" sections this document for a discussion of these non-GAAP measures and their reconciliation to the reported U.S. GAAP measures.

Q4 & Full Year 2023 Highlights

CONDUENT

Q4 & Full Year Results / Metrics

- Adj.Revenue[1]: $953M / $3,722M
- Adj. EBITDA[1]: $103M / $378M
- Adj. EBITDA Margin[1]: 10.8% / 10.2%
- New business signings ACV[2]: $152M / $639M
- Net ARR Activity Impact (TTM)[2,3]: $62M

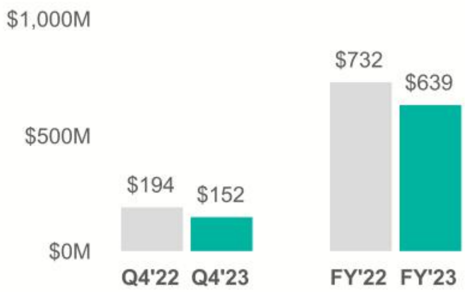
Highlights

- Q4 and FY 2023 Adj. Revenue, Adj. EBITDA, and Adj. EBITDA margin exceeded previous Outlook expectations.
- Performance driven, in large part, by strong Q4/FY in Government business.
- While Sales Annual Contract Value achievement finished slightly below expectations, 2023 Total Contract Value achievement highest in company history
- Overall new business pipeline remains strong with 10% growth Y/Y.
- Continued progress against rationalization plan unveiled in Q1 2023
  - Continue to expect ~$1B in deployable capital
  - 2 divestitures announced—expect to close incrementally in 1H 2024
  - Other divestiture activities underway

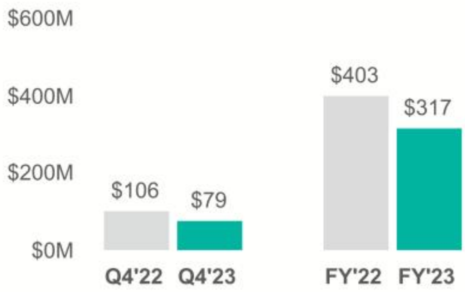
(1) Refer to Appendix for complete Non-GAAP reconciliations of Adjusted Revenue, Adjusted EBITDA and Adjusted EBITDA Margin.
(2) Full definition in the Appendix.
(3) Trailing Twelve Months.

Key Sales Metrics

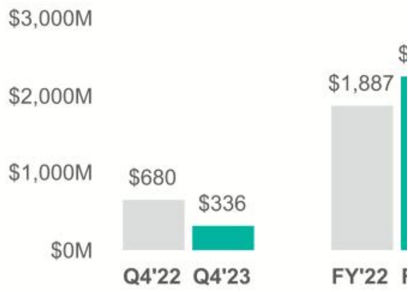
New Business ACV(1)



New Business ARR(1)

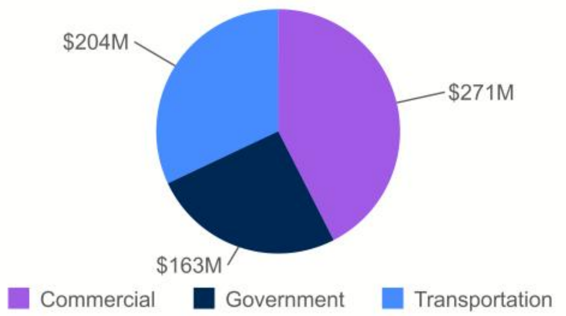


New Business TCV(1)



Net ARR Activity (TTM)(1,2)

Full Year New Business ACV(1) by Segment



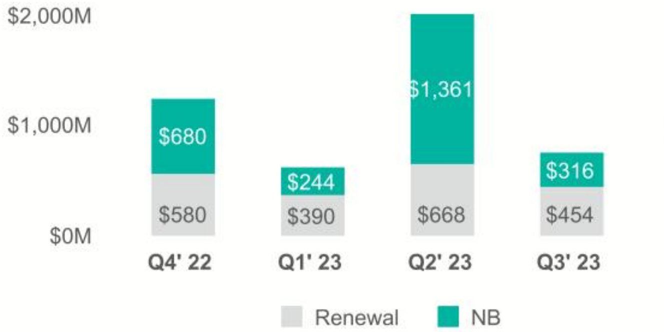
(1) Full definition in the Appendix.
(2) Trailing Twelve Months.

Key Sales Metrics Trends

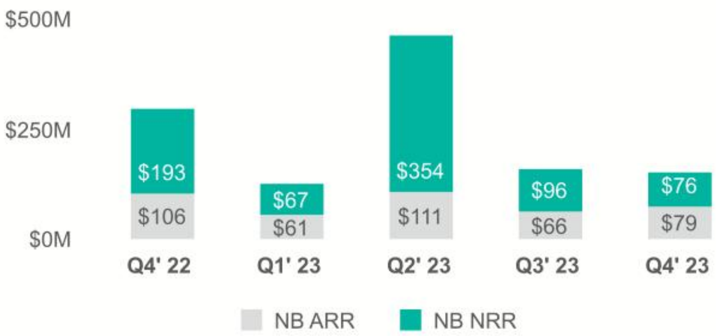
CONDUENT

New Business ACV[1] Signings

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



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



New Business ARR Avg. Contract Length

(1) Full definition in the Appendix.

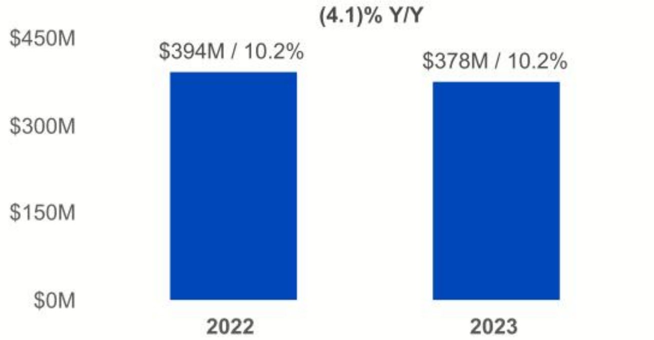
Full Year 2023 P&L Metrics

CONDUENT

Adj. Revenue(1)

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

Adj. EBITDA(1) / Adj. EBITDA Margin(1)



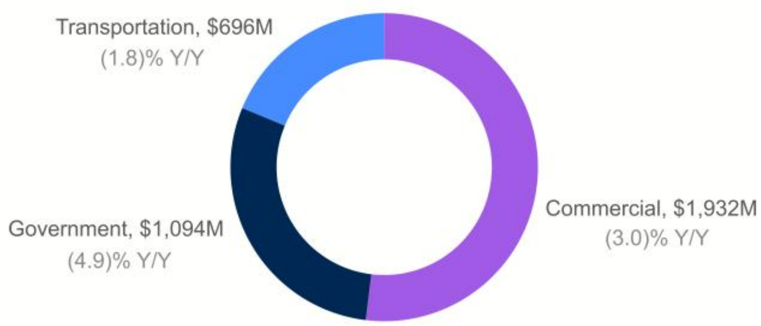
- **Adj. Revenue(1):** Decrease driven by lost business from prior periods, extended completion timelines and non-repeating items(2) in the prior year period, partially offset by new business ramp and higher interest rates positively impacting BenefitWallet.
- **Adj. EBITDA(1):** Decline driven by a number of discrete items in the current and prior years as noted on the following slide.
- **Adj. EBITDA Margin(1):** Substantially unchanged.

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

(2) Non-repeating items include: recognition of the revenue benefit associated with a minimum annual commitment contract with a large client in our Commercial segment and federal stimulus revenue in our Governm

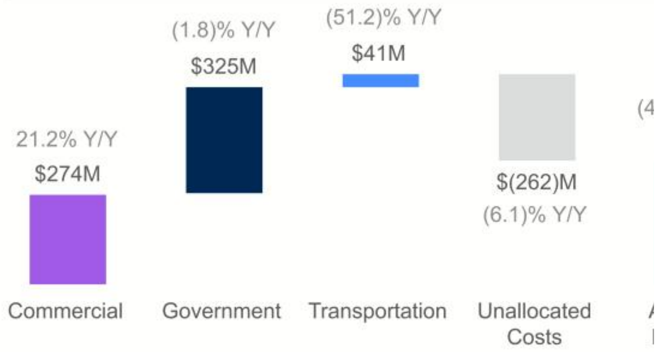
Full Year 2023 P&L by Segment

Adj. Revenue(1)



- **Commercial:** Decrease primarily due to lost business, lower volumes in certain industries and non-repeating(2) items in the prior year period, partially offset by new business ramp and higher interest rates impacting BenefitWallet.
- **Government:** Decrease mainly due to lost business and non-recurring stimulus payments volume in the prior year, partially offset by new business ramp and higher volumes in our Government Services Solutions business.
- **Transportation:** Decrease primarily driven by extended completion timelines on large implementations affecting revenue recognition and lost business, partially offset by new business ramp.

Adj. EBITDA(1) Contributions



- **Commercial:** Increase driven by higher interest rates impac BenefitWallet and cost efficiencies, partially offset by the imp reduced revenue and non-repeating(2) items in the prior year period; margin 14.2% up 290 bps Y/Y.
- **Government:** Decrease driven by lost business and non-rec prior year stimulus volume, partially offset by higher volumes the approx. $17M reversal of reserves related to a favorable settlement; margin 29.7% up 90 bps Y/Y, due to higher marg lower revenue.
- **Transportation:** Reduction driven by the impact of extende completion timelines on larger implementations; margin 5.9% down (590) bps Y/Y.
- **Unallocated Costs:** Increase primarily due to the $14M rec of litigation costs in the prior year.

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

(2) Non-repeating items include: recognition of the revenue benefit associated with a minimum annual commitment contract with a large client in our Commercial segment.

Q4 & Full Year 2023 Cash Flow and Balance Sheet

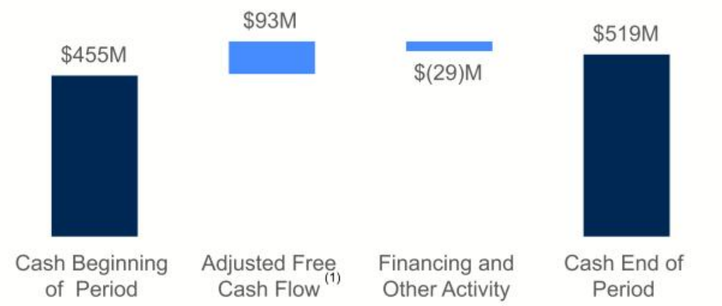
CONDUENT

- Adj. Free Cash Flow[1]: Q4 $93M / FY $(5)M
- Capex[6] as % of revenue: Q4 3.9% / FY 3.1%
- Net adjusted leverage ratio[7]: 2.1x
- $519M of cash[2] at end of Q4 2023
- $548M Available Revolving Credit Facility
- Shares repurchased: Q4 6.615M / FY 8.841M

Balance Sheet

($ in millions)	**12/31/2022**	**12/31**
Total Cash[2]	$598	$5
Total Debt[4]	1,282	1,
Term Loan A[3] due 2026	252	2
Term Loan B[3] due 2028	510	5
Revolving Credit Facility due 2026[5]	—	-
Senior Notes due 2029	520	5
Finance leases and Other loans	53	3
Net adjusted leverage ratio[7]	1.8x	2

Q4 2023 Cash[2] Balance Changes



Debt Maturity[8]

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

FY 2023 Actuals and 2024 Outlook[2,3]

CONDUENT

	FY 2023 Actuals	FY 2024 Outlook [2,3]
Adj. Revenue[1]	$3,722M	$3,600M - $3,700M
Adj. EBITDA Margin[1]	10.2%	8% - 9%
Adj. Free Cash Flow[1] as % of Adj. EBITDA[1]	(1.3)%	5% - 10%

Other Modeling Considerations		
Interest Expense	$111M	Approx. $107M
Restructuring	$62M	Approx. $30M
CapEx	$116M	Approx. $110M

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

(2) Refer to Appendix for definition of Non-GAAP Outlook.

(3) FY 2024 Outlook is not adjusted for divestiture activity.

Portfolio Rationalization Update

Expectations From Divestiture Activity

CONDUENT

$600-800M of potential divestiture proceeds

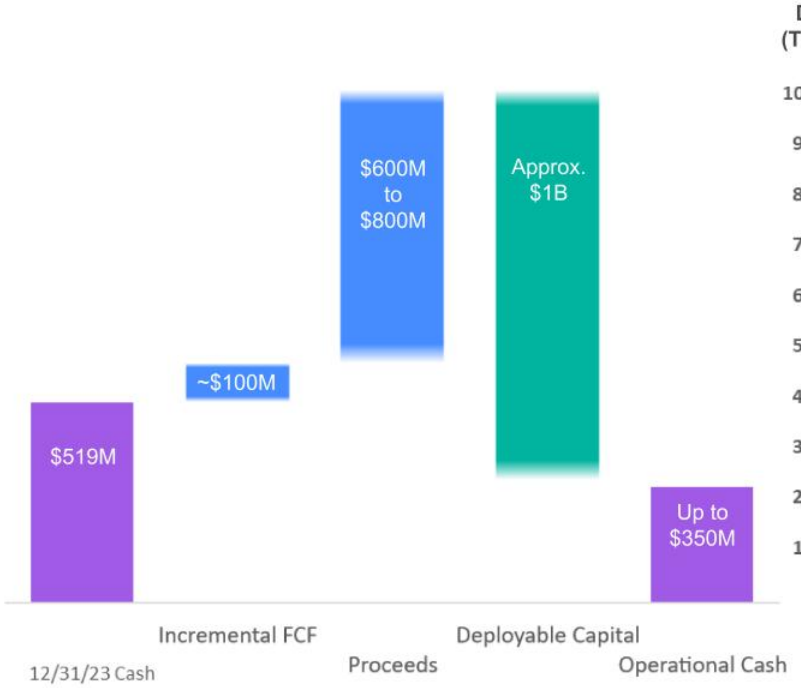
Enhanced valuation with appropriately deployed capital

A more nimble and **faster growing Conduent**

$27M (3%) Capital deployed against the share repurchase program

Deployable Capital
$1.0B **132%** of Mkt Cap*

*Market Cap at 2/05/24 $760M



Mid-Term Outlook[2,3]

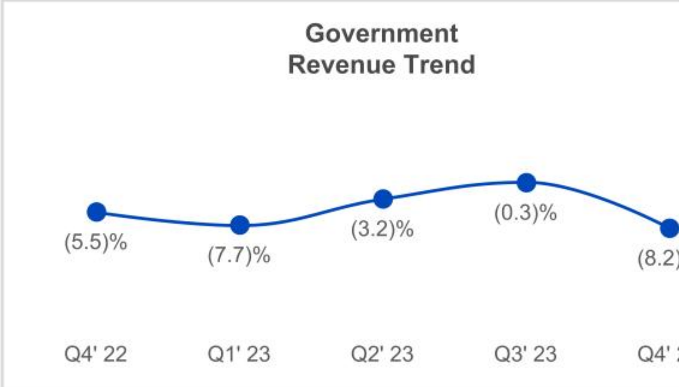
CONDUENT

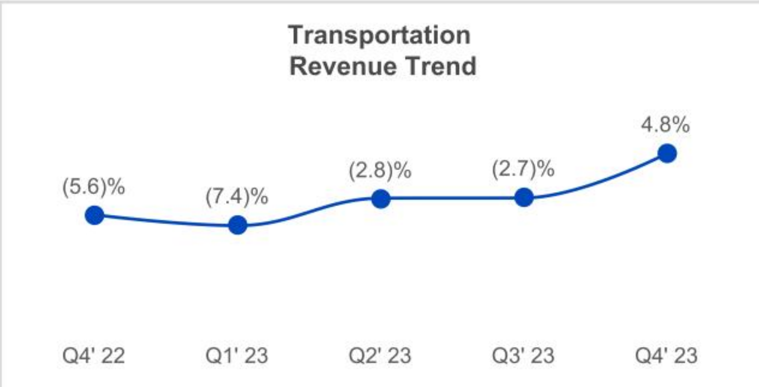
	FY 2024 Outlook[2,3]	Divestitures Announced + Others	Other 2025 Assumptions	2025 E Rate
Adj. Revenue[1]	$3,600M - $3,700M	~$500M	2% - 4% Growth	$3,000M $3,300
Adj. EBITDA Margin[1]	8% - 9%	*~27%	*2% - 3% Margin Expansion	9% - 1
Adj. Free Cash Flow[1] as % of Adj. EBITDA[1]	5% - 10%			TBC
Other Modeling Considerations				
Net Proceeds		Announced $495M Others $TBC		
Timing		Announced 1H'24 Others 2H'24		
Cost Efficiency (included in Margin*)		~$50M	~$50M	
Interest Expense	~$107M			TBC
Restructuring	~$30M			~$15
CapEx as a % of Revenue	~3%			~2.7

(1) Refer to Appendix for complete Non-GAAP reconciliations of Adjusted Revenue, Adjusted EBITDA, Adjusted EBITDA Margin and Adjusted Free Cash Flow
(2) Refer to Appendix for definition of Non-GAAP Outlook.
(3) FY 2024 Outlook is not adjusted for divestiture activity.

Appendix

Segment Revenue Trend





Revenue Growth Rates (2025 Exit Rate):

As communicated in the March 2023 Investor Briefing, t expected growth rates for each business segment exitir 2025 are as follows:

Commercial:	3% to 5%
Government:	~3%
Transportation:	~4%

Q4 Highlights and Recognition

CONDUENT

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

Industry and Solutions

Recognized as a **2023 Leader** in **Benefits Administration** by NelsonHall

Announced **New FastCap® Finance Analytics Technology Platform** that Uncovers Hidden Working Capital

Announced Conduent **CXNow Solution** Incorporating AI Capabilities with Rapid Deployment and Easy Scalability

Client

Implemented BenePath® Self-Service Portal to Improve Access to Medicaid Services and Other Benefits in **Mississippi**

Selected by **Delaware** to Implement Advanced Platform for Infectious Disease Tracking

Selected by **Oklahoma Turnpike Authority** to Support PlatePay Cashless Tolling Operations

Implemented Toll Relief Programs to Benefit Low-Income Individuals and Families in Partnership with **BATA**

Culture

Recognized by IWEI and HRC a Top Employer and Champion of LGBTQ+ Community in the Wo

Recognized as a Best for Vets Employer by Military Times

2023 Operational Highlights & Recognition

CONDUENT

Client first focus

Continued operational excellence

Strong associate engagement and retention

Culture of collaboration and accountability

Maintained system availability at 99.9% u

Industry

Recognized as a leader by the following:

NelsonHall

Everest Group

ISG

Gartner

GOVTECH 100 COMPANY 2023

Client

- Became first BPS provider to offer U.S. Federal Reserve's FedNow[SM] Service for instant payments
- Introduced Rapid Assistance Solution to help agencies expedite disbursement of emergency relief funds
- Launched partnership with Schwab Retirement Plan Services to expand capabilities for benefit plan offerings for clients
- Won transit deal with Victoria, Australia – largest TCV win in company history
- New logo wins and client awards in Commercial business (e.g. Virgin Atlantic and SMART)
- Launched new products and solutions – IntelliHealth, Rapid Assistance, Real-time Payments for Tolling, FastCap®
- Awarded New Mexico contract for new Medicaid Management Information System

Culture

Forbes:
One of America's Best 500 Employers for Diversity for the Third Year in a Row

Newsweek:
Top 100 Global Most Loved Workplaces 2023

Comp
Best L
Team

Disability Equality Index:
Recognized as Best Place to Work for Disability Inclusion for the Second Consecutive Year

HRC Corporate Equality Index:
Top Ranking for LGBTQ+ Inclusion (U.S.)

Milita
Best f
Emplo

Definitions

New Business Total Contract Value (TCV): Estimated total future revenues from contracts signed during the period related to new logo, new service 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 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 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 o negatively impact results. The metric annualizes the net impact to revenue. Timing of revenue impact varies and may not be realized within the forwa 12-month timeframe. The metric is for indicative purposes only. This metric excludes COVID-related volume impacts and non-recurring revenue signi 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 pipe 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 accounting principles generally accepted in the U.S. (U.S. GAAP). In addition, we have discussed our financial results using non-GAAP measures. We beli 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, de 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 r 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 accorda 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 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 su 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 m 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 a 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 inc 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 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 (Lo 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 i 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 entering the agreement to transfer the BenefitWallet portfolio.
- 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) expenses 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 rema fees that continue to be incurred without any economic benefit.
- Divestitures. Revenue and Adjusted EBITDA of divested businesses are excluded.

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 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 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 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 b

Non-GAAP Financial Measures

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 an 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, b 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 ma also provide added insight on trends in our ongoing business.

Non-GAAP Financial Measures

Adjusted EBITDA and EBITDA Margin

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

- Restructuring and related costs.
- Goodwill impairment.
- (Gain) loss on divestitures and transaction costs.
- Litigation settlements (recoveries), net.
- Other charges (credits).
- Abandonment of Cloud Computing Project.
- 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; 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 "FY 2024 Outlook", this is not adjusted for divestiture activity. 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.

CONDUENT

Non-GAAP Reconciliations

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

(in millions)	Q4 2023	Q3 2023	Q2 2023	Q1 2023	Q4 2022	FY 2023	FY 2022
Revenue	$ 953	$ 932	$ 915	$ 922	$ 986	$ 3,722	$ 3,858
Adjustment:							
Divestitures[(1)]	—	—	—	—	—	—	(7)
Adjusted Revenue	953	932	915	922	986	3,722	3,851
Foreign currency impact	(6)	(7)	(1)	3	9	(11)	39
Revenue at Constant Currency	$ 947	$ 925	$ 914	$ 925	$ 995	$ 3,711	$ 3,890
ADJUSTED NET INCOME (LOSS)							
Income (Loss) From Continuing Operations	$ 6	$ (289)	$ (7)	$ (6)	$ (333)	$ (296)	$ (182)
Adjustments:							
Amortization of acquired intangible assets[(2)]	2	1	2	2	2	7	13
Restructuring and related costs	13	7	13	29	15	62	39
Goodwill impairment	—	287	—	—	358	287	358
(Gain) loss on divestitures and transaction costs, net	2	3	3	2	1	10	(158)
Litigation settlements (recoveries), net	(8)	—	(1)	(21)	(1)	(30)	(32)
Other charges (credits)	6	(2)	—	(1)	(1)	3	(1)
Total Non-GAAP Adjustments	15	296	17	11	374	339	219
Income tax adjustments[(3)]	(11)	(25)	(4)	(3)	(36)	(43)	24
Adjusted Net Income	$ 10	$ (18)	$ 6	$ 2	$ 5	$ —	$ 61

CONTINUED

(in millions)	Q4 2023	Q3 2023	Q2 2023	Q1 2023	Q4 2022	FY 2023	FY 2022
ADJUSTED EFFECTIVE TAX							
Income (Loss) Before Income Taxes	$ (4)	$ (313)	$ (7)	$ (8)	$ (365)	$ (332)	$ (127)
Adjustment:							
Total Non-GAAP Adjustments	15	296	17	11	374	339	219
Adjusted PBT Before Adjustment for Divestitures	11	(17)	10	3	9	7	92
Divestitures[1]	—	—	—	—	—	—	(2)
Adjusted PBT	$ 11	$ (17)	$ 10	$ 3	$ 9	$ 7	$ 90
Income tax expense (benefit)	$ (10)	$ (24)	$ —	$ (2)	$ (32)	$ (36)	$ 55
Income tax adjustments[3]	11	25	4	3	36	43	(24)
Adjusted Income Tax Expense (Benefit)	1	1	4	1	4	7	31
Adjusted Net Income (Loss) Before Adjustment for Divestitures	10	(18)	6	2	5	—	61
Divestitures[1]	—	—	—	—	—	—	(2)
Adjusted Net Income (Loss)	$ 10	$ (18)	$ 6	$ 2	$ 5	$ —	$ 59
ADJUSTED OPERATING INCOME (LOSS)							
Income (Loss) Before Income Taxes	$ (4)	$ (313)	$ (7)	$ (8)	$ (365)	$ (332)	$ (127)
Adjustment:							
Total non-GAAP adjustments	15	296	17	11	374	339	219
Interest expense	29	28	27	27	25	111	84
Adjusted Operating Income (Loss) Before Adjustment for Divestitures	40	11	37	30	34	118	176
Divestitures[1]	—	—	—	—	—	—	(2)
Adjusted Operating Income (Loss)	$ 40	$ 11	$ 37	$ 30	$ 34	$ 118	$ 174

CONTINUED

(in millions)	Q4 2023	Q3 2023	Q2 2023	Q1 2023	Q4 2022	FY 2023	FY 2022
ADJUSTED EBITDA							
Net Income (Loss)	$ 6	$ (289)	$ (7)	$ (6)	$ (333)	$ (296)	$ (182)
Income tax expense (benefit)	(10)	(24)	—	(2)	(32)	(36)	55
Depreciation and amortization	65	81	57	61	62	264	230
Contract inducement amortization	—	1	1	1	1	3	3
Interest expense	29	28	27	27	25	111	84
EBITDA Before Adjustment for Divestitures	90	(203)	78	81	(277)	46	190
Divestitures[(1)]	—	—	—	—	—	—	(2)
EBITDA	90	(203)	78	81	(277)	46	188
Adjustments:							
Restructuring and related costs	13	7	13	29	15	62	39
Goodwill impairment	—	287	—	—	358	287	358
(Gain) loss on divestitures and transaction costs, net	2	3	3	2	1	10	(158)
Litigation settlements (recoveries), net	(8)	—	(1)	(21)	(1)	(30)	(32)
Other charges (credits)	6	(2)	—	(1)	(1)	3	(1)
Adjusted EBITDA	$ 103	$ 92	$ 93	$ 90	$ 95	$ 378	$ 394

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

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 2023	Q3 2023	Q2 2023	Q1 2023	Q4 2022	FY 2023	FY 2022
ADJUSTED DILUTED EPS[1]							
Weighted Average Common Shares Outstanding	213,625	217,348	218,394	218,410	216,500	216,779	215,886
Adjustments:							
Restricted stock and performance units / shares	3,037	—	928	—	4,296	—	3,612
Adjusted Weighted Average Common Shares Outstanding	216,662	217,348	219,322	218,410	220,796	216,779	219,498
Diluted EPS from Continuing Operations	$ 0.02	$ (1.34)	$ (0.04)	$ (0.04)	$ (1.55)	$ (1.41)	$ (0.89)
Adjustments:							
Total non-GAAP adjustments	0.06	1.37	0.07	0.05	1.72	1.57	1.01
Income tax adjustments[2]	(0.05)	(0.12)	(0.02)	(0.01)	(0.16)	(0.20)	0.11
Adjusted Diluted EPS	$ 0.03	$ (0.09)	$ 0.01	$ 0.00	$ 0.01	$ (0.04)	$ 0.23
ADJUSTED EFFECTIVE TAX RATE							
Effective tax rate	272.1 %	7.8 %	(3.3)%	20.8 %	8.7 %	10.7 %	(43.9)%
Adjustments:							
Total non-GAAP adjustments	(259.0)	(13.9)	45.5	14.2	39.9	96.6	78.2
Adjusted Effective Tax Rate[2]	13.1 %	(6.1)%	42.2 %	35.0 %	48.6 %	107.3 %	34.3 %

CONTINUED

(Margins are in %)	Q4 2023	Q3 2023	Q2 2023	Q1 2023	Q4 2022	FY 2023	FY 2022
ADJUSTED OPERATING MARGIN							
Income (Loss) Before Income Taxes Margin	(0.4)%	(33.6)%	(0.8)%	(0.9)%	(37.0)%	(8.9)%	(3.3)%
Adjustments:							
Total non-GAAP adjustments	1.6	31.8	1.8	1.3	37.9	9.1	5.7
Interest expense	3.0	3.0	3.0	2.9	2.5	3.0	2.2
Margin for Adjusted Operating Income Before Adjustment for Divestitures	4.2	1.2	4.0	3.3	3.4	3.2	4.6
Divestitures[3]	—	—	—	—	—	—	(0.1)
Margin for Adjusted Operating Income	4.2 %	1.2 %	4.0 %	3.3 %	3.4 %	3.2 %	4.5 %
ADJUSTED EBITDA MARGIN							
EBITDA Margin Before Adjustment for Divestitures	9.4 %	(21.8)%	8.5 %	8.8 %	(28.1)%	1.2 %	4.9 %
Divestitures[3]	—	—	—	—	—	—	—
EBITDA Margin	9.4	(21.8)	8.5	8.8	(28.1)	1.2	4.9
Total non-GAAP adjustments	1.4	31.7	1.7	1.0	37.7	9.0	5.4
Divestitures[3]	—	—	—	—	—	—	—
Adjusted EBITDA Margin Before Adjustment for Divestitures	10.8	9.9	10.2	9.8	9.6	10.2	10.3
Divestitures[3]	—	—	—	—	—	—	(0.1)
Adjusted EBITDA Margin	10.8 %	9.9 %	10.2 %	9.8 %	9.6 %	10.2 %	10.2 %

1. *Average shares for the 2023 and 2022 calculation of adjusted EPS excludes 5.4 million shares associated with our Series A convertible preferred stock and includes the impact o 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.*

CONTINUED

Free Cash Flow and Adj. Free Cash Flow

(in millions)	Q4 2023	Q3 2023	Q2 2023	Q1 2023	Q4 2022	FY 2023	FY 2022
Operating Cash Flow	$ 122	$ (11)	$ (10)	$ (12)	$ 51	$ 89	$ 144
Cost of additions to land, buildings and equipment	(18)	(13)	(9)	(11)	(30)	(51)	(92)
Cost of additions to internal use software	(11)	(9)	(11)	(11)	(13)	(42)	(61)
Free Cash Flow	**93**	**(33)**	**(30)**	**(34)**	**8**	**(4)**	**(9)**
Transaction costs	3	3	2	1	2	9	8
Vendor finance lease payments	(3)	(5)	(3)	(4)	(3)	(15)	(10)
Portion of Texas litigation settlement (recoveries) recognized in Litigation settlements (recoveries), net	—	—	—	—	—	—	(24)
Proceeds from failed sale-leaseback transactions	—	—	—	—	13	—	13
Tax payment related to divestitures and litigation recoveries	—	—	5	—	4	5	28
Adjusted Free Cash Flow	**$ 93**	**$ (35)**	**$ (26)**	**$ (37)**	**$ 24**	**$ (5)**	**$ 6**

The below footnotes correspond to the "Q4 2023 Cash Flow and Balance Sheet" slide

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

(2) Total Cash includes $21M and $16M of restricted cash as of December 31, 2023 and December 31, 2022, respectively.

(3) Revolving credit facility and Term Loan A interest rate: Secured Overnight Financing Rate ("SOFR") + 225 bps; Term Loan B: Secured Overnight Financing Rate ("SOFR") + 425 bps.

(4) Total Debt as of December 31, 2023 and December 31, 2022 includes Term Loan A, Term Loan B, Senior Notes and Revolving credit facility borrowings and excludes finance leases and other as well as deferr financing costs.

(5) $548M of available capacity under Revolving Credit Facility as of December 31, 2023.

(6) Capex refers to additions to Land, Buildings & Equipment, Internal Use Software, Software Product Additions and Software as a Service Implementation Cost.

(7) Net debt (Total Debt, including finance leases and other as well as deferred financing costs; 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.