



April 10, 2017

Dear Shareholders:

You are cordially invited to attend the first annual meeting of shareholders of Conduent Incorporated on Thursday, May 25, 2017 at 9:00 a.m., Eastern Time. The meeting will be held at The Madison Hotel, 1 Convent Road, Morristown, New Jersey.

The attached notice of the 2017 annual meeting of shareholders and proxy statement provide important information about the meeting and will serve as your guide to the business to be conducted at the meeting. We urge you to read the accompanying materials regarding the matters to be voted on at the meeting.

At the Annual Meeting of Shareholders, you will be asked to vote upon:

- A proposal to elect nine directors;
- A proposal to ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2017;
- A proposal to approve, on an advisory basis, the 2016 compensation of our named executive officers;
- A proposal to select, on an advisory basis, the frequency of the advisory vote on executive compensation; and
- A proposal to approve the material terms of the performance goals under the Conduent Incorporated Performance Incentive Plan.

The Board of Directors unanimously recommends that you vote in favor of these proposals.

It is important that your shares be represented and voted at the Annual Meeting of Shareholders, regardless of whether or not you plan to attend in person. Therefore, you are urged to vote your shares using one of the methods described on page 1 under "How do I vote?".

Thank you for your continued support of, and ongoing interest in, Conduent Incorporated.

For the Board of Directors,

A handwritten signature in black ink, appearing to read "William G. Parrett".

William G. Parrett
Chairman of the Board