

Technology Committee Charter

(as Adopted February 17, 2022)

Purpose

The purpose of the Technology Committee (“Committee”) of the Board of Directors (the “Board”) of Xerox Holdings Corporation (the “Company”) is to (i) review, and advise the Board with respect to, the strategic direction of the Company’s Innovation business unit (“PARC”) and the Company’s software business (“CareAR”) in matters of technology, innovation and capital allocation, including investments in research and development and commercial initiatives and (ii) identify, and advise the Board with respect to, risks and opportunities that could have a significant impact on the operations and strategic goals of PARC and/or CareAR.

Authority and Duties

The Committee will periodically review, and will advise management and the Board with respect to:

1. The innovation pipeline of each of PARC and CareAR in relation to emerging scientific and market trends (including competitor, industry, customer and consumer trends) and major milestones;
2. The quality, value, direction and competitiveness of PARC’s research and development programs;
3. Capital allocation with respect to PARC’s and CareAR’s innovation pipelines and research and development programs, including prioritization of funding resources between product development, technology development, commercialization and optimization;
4. High-level risks and opportunities associated with PARC’s and CareAR’s innovation pipelines, research and development programs, operations and strategic goals; and
5. The organization, structure and high-level capabilities of PARC and CareAR, including leadership bench strength, succession plan development and approach to talent recruiting.

The Committee shall have the authority, without having to seek Board approval, and appropriate funding from the Company, to obtain advice and assistance, as appropriate, from outside legal, accounting and other advisers, as it determines necessary to carry out its duties. The Committee may also conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities. The Committee shall have the authority to direct the Company to pay any ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

The Committee shall have such other powers and perform such other duties as the Board may from time to time delegate to it in accordance with Article III of the By-Laws of the Company, as the same shall from time to time be amended.

The Committee will annually undertake an evaluation assessing its performance with respect to its purposes and its duties and tasks set forth in this charter, and will report the results of such evaluation to the Corporate Governance Committee and the Board.

Composition and Qualifications

1. The Committee shall serve as a standing committee of the Board.
2. The Committee shall be comprised of three or more directors, the exact number to be determined from time to time by resolution of the Board.
3. The Chair of the Committee shall be designated by a majority vote of the entire Board.
4. Members of the Committee shall be designated annually by a majority vote of the entire Board (after considering any recommendations of the Corporate Governance Committee) at the organizational meeting of the Board of Directors held in connection with the annual meeting of shareholders.
5. Each Committee member shall serve at the pleasure of the Board. Vacancies on the Committee shall be filled by majority vote of the entire Board. By a majority vote of the entire Board, a member of the Committee may be removed.

Structure and Operation

1. Two members of the Committee shall constitute a quorum. When more than two members are present, the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee, and when only two members are present, the unanimous vote of the two members shall constitute the act of the Committee.
2. The Committee may form and delegate authority to subcommittees when appropriate.
3. The Secretary of the Company, or in the absence of the Secretary such person as may be designated by the Chair of the Committee, shall act as secretary and keep the minutes of all meetings of the Committee.
4. The Committee shall meet in person or telephonically at least two times a year at such times and places determined by the Chair of the Committee, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its Chair.
5. The Chair of the Committee shall set the Committee's agenda for each meeting.
6. The Chair of the Committee shall report to the Board at each meeting of the Board the deliberations, actions and recommendations of the Committee since the last Board meeting.
7. Except as expressly provided in this Charter, the By-Laws of the Company or the Company's Corporate Governance Guidelines, or as required by law, regulation or Nasdaq Rules, the Committee shall establish its own rules of procedure.
8. A member of the Committee may not participate in the consideration of matters where such member has a material interest therein, whether directly or indirectly, which may conflict with the interests of the Company.