

# UNISYS CORPORATION

## AUDIT AND FINANCE COMMITTEE CHARTER (Approved November 8, 2023)

### **Purpose**

The Audit and Finance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Unisys Corporation (the “Corporation”) to assist the Board in its oversight of (1) the integrity of the Corporation’s financial statements and its financial reporting and disclosure practices, (2) the adequacy and effectiveness of the Corporation’s systems of internal controls regarding financial reporting and accounting compliance, (3) the independence and qualifications of the Corporation’s independent registered public accounting firm, (4) the performance of the Corporation’s internal audit function and its independent registered public accounting firm, and (5) the Corporation’s compliance with legal and regulatory requirements and the adequacy and effectiveness of the Corporation’s ethical and environmental compliance programs. The Committee is also responsible for preparing the audit committee report required by the U.S. Securities and Exchange Commission (the “SEC”) to be included in the Corporation’s annual proxy statement.

The Committee is also appointed by the Board to review the Corporation’s financial affairs and make such recommendations to the Board pertaining thereto as the Committee may consider in the best interests of the Corporation.

### **Membership**

The Committee shall consist of at least three directors. The members of the Committee shall meet the independence requirements of the New York Stock Exchange and the SEC. At least one member of the Committee shall be an “audit committee financial expert” as defined by the SEC and each member of the Committee shall be financially literate. Any action taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications shall nevertheless constitute duly authorized actions of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory requirements.

No member of the Committee may serve on the audit committee of more than three public companies, including the Corporation, unless the Board (1) determines that such simultaneous service would not impair the ability of the member to effectively serve on the Committee and (2) discloses this determination in the Corporation’s proxy statement.

The Board shall appoint the members of the Committee at least annually, with one of the members appointed as Committee Chair. Committee members may be replaced by the Board.

### **Responsibilities**

In performing its oversight responsibilities, the Committee shall:

1. Financial Statement and Disclosure and Internal Control Matters

- a. Review and discuss the Corporation's quarterly and annual financial statements, including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations," and the Corporation's financial reporting process, including the system of internal controls over financial reporting, with management and the independent registered public accounting firm prior to the filing of the Corporation's quarterly report on Form 10-Q or annual report on Form 10-K, as the case may be. Also discuss with the independent registered public accounting firm the matters required to be discussed by the relevant professional auditing standards.
- b. Keep informed of the progress of management's documentation, testing and evaluation of the Corporation's system of internal control over financial reporting required by the Sarbanes-Oxley Act of 2002 and related regulations, provide oversight to management during the process, and at the conclusion of the process, review a report on the effectiveness of the Corporation's internal control over financial reporting. Keep informed of the status of remediation plans, if any, and management actions with respect to the Corporation's internal control over financial reporting.
- c. Discuss with management the Corporation's earnings press releases (paying particular attention to the use of any "pro forma" or "adjusted" non-GAAP information), as well as the nature of financial information and earnings guidance provided to securities analysts and rating agencies. The Committee's discussion in this regard may be general in nature and need not take place in advance of each instance in which the Corporation may provide financial information or earnings guidance.
- d. Discuss with management the Corporation's major financial risk exposures and the steps management has taken to monitor and control such exposures.
- e. Review, with management, the internal auditors and the independent registered public accounting firm, major issues regarding accounting principles and financial statement presentations, including any significant changes in the Corporation's selection or application of accounting principles, and major issues as to the adequacy of the Corporation's internal controls over financial reporting and any special audit steps adopted in light of material control deficiencies. In this regard, the Committee should review and discuss with management and the independent registered public accounting firm reports and analyses prepared and provided by management and/or the independent registered public accounting firm concerning: (i) all critical accounting policies and practices to be used by the Corporation, (ii) significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including all alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with management, the ramifications of the use of the alternative disclosures and treatments, and the treatment preferred

by the independent registered public accounting firm, (iii) any proposed changes or developments in accounting or financial reporting practices and other significant unusual events and (iv) any other material written communications between the independent registered public accounting firm and management.

- f. Review periodically the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Corporation.
  - g. Review with the independent registered public accounting firm (i) any audit problems or other difficulties encountered during the course of the audit process, including any restrictions on the scope of the independent registered public accounting firm's activities or access to required information and any significant disagreements with management and (ii) management's response to such matters. Also discuss with management the responsibilities, budget and staffing of the Corporation's internal audit function.
  - h. Resolve any disagreements between management and the independent registered public accounting firm regarding financial reporting.
  - i. Review any disclosures made to the Committee in connection with the Corporation's CEO and CFO certification process for the Form 10-K and Form 10-Q about any significant deficiencies or material weaknesses in the design or operation of internal controls over financial reporting and any fraud involving management or other employees who have a significant role in the Corporation's internal controls over financial reporting.
  - j. Produce the annual Audit and Finance Committee Report for inclusion in the Corporation's proxy statement.
2. Oversight of the Corporation's Relationship with its Independent Registered Public Accounting Firm
- a. Sole authority to appoint or replace the Corporation's independent registered public accounting firm (subject if applicable to stockholder ratification), and to approve all fees payable to them. The independent registered public accounting firm shall report directly to the Committee.
  - b. Review with the independent registered public accounting firm the scope, nature and extent of the audit process.
  - c. Approve, in advance, all audit services, and all non-audit services provided by the Corporation's independent registered public accounting firm that are not specifically prohibited under the Sarbanes-Oxley Act, in order to determine that the services do not impair the firm's independence from the Corporation. In fulfilling this responsibility, the Committee shall adopt and may amend pre-approval policies with respect to such services and shall review such policies annually.

- d. Review, at least annually, the qualifications, performance and independence of the independent registered public accounting firm. In conducting its review and evaluation, the Committee should:
  - i. Obtain and review a report by the Corporation's independent registered public accounting firm describing: (x) the auditing firm's internal quality-control procedures; (y) any material issues raised by the most recent internal quality-control review, or peer review, of the auditing firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditing firm, and any steps taken to deal with any such issues; and (z) all relationships between the independent registered public accounting firm and the Corporation;
  - ii. Review and evaluate the lead audit partner;
  - iii. Assure the rotation of the lead audit partner and the other partners assigned to the engagement as required by applicable law and regulations;
  - iv. Discuss with the independent registered public accounting firm any disclosed relationships or services that may impact the objectivity and independence of the independent registered public accounting firm;
  - v. Consider whether, in order to assure continuing auditor independence, there should be regular rotation of the audit firm itself;
  - vi. Take into account the opinions of management and the Corporation's internal auditors;
  - vii. Present its conclusions with respect to the independent registered public accounting firm to the Board and, if necessary, recommend that the Board take appropriate action to satisfy itself of the qualifications, performance and independence of the independent registered public accounting firm; and
  - viii. Set clear hiring policies for employees or former employees of the independent registered public accounting firm. At a minimum, these policies should provide that any registered public accounting firm may not provide audit services to the Corporation if the CEO, controller, CFO, chief accounting officer or any person serving in an equivalent capacity for the Corporation was employed by such accounting firm and participated in the audit of the Corporation within one year of the initiation of the current audit.

### 3. Oversight of the Corporation's Internal Audit Function

- a. Review and approve the appointment and dismissal of the Corporation's chief audit executive or a third party performing similar responsibilities (as applicable, the "Internal Audit Function"). The Internal Audit Function shall

report directly to the Committee, with a secondary reporting relationship to the CFO for administrative purposes.

- b. Review the performance of the Internal Audit Function and review and approve the Internal Audit Function's compensation or fees.
  - c. Review the scope and effectiveness of the Corporation's internal audit function including the Internal Audit charter and the responsibilities, budget and staffing of the internal audit function.
  - d. Review, with the Internal Audit Function, the proposed audit plan, including explanations for deviations from the original plan and any difficulties encountered in the course of the internal audit function's work, any restrictions on the scope of work and access to required information.
4. Compliance Oversight
- a. The chief compliance officer shall report directly to the Committee, with a secondary reporting relationship to the Corporation's general counsel for administrative purposes.
  - b. No less than quarterly review with the Corporation's general counsel or their designee any legal matter that could have a significant impact on the Corporation's financial statements.
  - c. No less than quarterly review with the Corporation's general counsel or chief compliance officer a report on the Corporation's compliance with laws and regulations.
  - d. No less than annually review the Corporation's compliance program for its Code of Ethics and Business Conduct and the results of internal audit's review of the expense accounts of the Corporation's executive officers.
  - e. In conjunction with the Security and Risk Management Committee, no less than annually review the Corporation's cybersecurity and other information technology controls and procedures.
  - f. Approve procedures for (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters or violations of the Code of Ethics and Business Conduct and (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
5. Oversight of the Corporation's Financial Affairs
- a. Review the Corporation's capital structure, financial arrangements, capital spending and acquisition and disposition plans.

- b. Review the current and anticipated financial requirements related to the Corporation's annual and long-range plans.
- c. Consider, and make recommendations to the Board with respect to, the dividend policy of the Corporation.
- d. Review the annual budget for corporate charitable contributions if the amount of contributions for such year is expected to exceed \$1,000,000 in the aggregate.
- e. Exercise all of the powers and responsibilities of the Board with respect to the prudent oversight of the named plan fiduciaries responsible for the administration and the management and investment of plan assets of all of the pension, savings and welfare plans sponsored by the Corporation or any of its subsidiaries.

### **Meetings; Operational Matters and Reports**

The Committee shall meet at least four times annually, or more frequently as circumstances dictate.

The Committee is to meet periodically in separate executive sessions with each of management, the Corporation's independent registered public accounting firm, the Internal Audit Function, and the Corporation's chief compliance officer, and shall have other direct and independent interaction with them from time to time as the members of the Committee deem appropriate.

The Committee shall have the power to delegate any and all of the powers and responsibilities set forth in item 5.e. above.

The Committee may delegate authority to one or more members when appropriate, and such member(s) shall present the decisions they make to the full Committee at its next scheduled meeting. The Committee may also form and delegate authority to subcommittees when appropriate.

In connection with its duties and responsibilities, the Committee shall have the authority to retain outside legal, accounting or other advisors, including the authority to approve the fees payable by the Corporation to such advisors and other retention terms. The Corporation shall provide the funding for the payment of such fees.

The Committee shall annually review its performance. In addition, the Committee shall review and reassess the adequacy of this Charter at least annually and recommend to the Board any changes it considers necessary or advisable.

The Committee shall report regularly to the Board, including with respect to any issues that arise with respect to the quality or integrity of the Corporation's financial statements, the Corporation's compliance with legal or regulatory requirements, the performance and independence of the Corporation's independent registered public accounting firm or the performance of the internal audit function.

### **Limitation of Committee's Role**

The Committee's role is one of oversight. Management is responsible for preparing the Corporation's financial statements and implementing internal controls over financial reporting, and the independent registered public accounting firm are responsible for auditing those financial statements and the effectiveness of the internal controls over financial reporting. Management is responsible for the fair presentation of the information set forth in the financial statements in conformity with GAAP and for management's assertions on internal controls over financial reporting. The independent registered public accounting firm's responsibility is to provide their opinion, based on their audits, that the financial statements fairly present, in all material respects, the financial position, results of operations and cash flows of the Corporation in conformity with GAAP and to provide their attestation on internal controls over financial reporting. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Corporation's financial statements and disclosures are complete and accurate and are in conformity with GAAP. Further, it is not the duty of the Committee to assure compliance with applicable laws and regulations, the Corporation's Code of Ethics and Business Conduct or its environmental compliance program.