

# UNISYS CORPORATION

## COMPENSATION AND HUMAN RESOURCES COMMITTEE CHARTER (Approved May 5, 2023)

### **Purpose**

The Compensation and Human Resources Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Unisys Corporation (the “Corporation”) to (1) oversee the compensation of the Corporation’s executive officers, (2) oversee the compensation-related policies and programs involving the Corporation’s executive management and the level of benefits of officers and key employees, (3) review and recommend to the Board compensation of the Corporation’s directors, (4) review the senior executive succession plan and the senior executive leadership development process as presented by the CEO and (5) review the Corporation’s Human Capital/People Strategy as presented by the CHRO.

### **Membership**

The Committee shall consist of at least three directors, each of whom shall meet the independence requirements of the New York Stock Exchange. At least two members of the Committee also shall qualify as “non-employee” directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended. 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.

The members of the Committee shall be appointed and replaced by the Board.

### **Responsibilities**

Among its duties, the Committee shall:

1. Annually review and approve corporate goals and objectives relevant to CEO compensation and evaluate the performance of the CEO. This evaluation shall take into account the performance of the Corporation against these goals and objectives as well as the CEO’s strategic vision and leadership and such other factors as the Committee shall deem appropriate. Based on this evaluation, the Committee shall make recommendations to the members of the Board who meet the independence requirements of the New York Stock Exchange concerning the compensation level of the CEO and, together with the other independent directors, determine and approve the CEO’s compensation level. Regarding the incentive components of CEO compensation, the Committee may consider a number of factors, including, but not limited to, the Corporation’s performance, the value of similar incentive awards to CEOs at comparable companies, the awards to the CEO in past years and relative stockholder return.

2. Annually review and approve the compensation of the other executive officers.
3. Annually review and approve a peer group of companies to be used for marketplace trend analysis and to assess the competitiveness of the Corporation's total compensation opportunities for both executive officers and members of the Board.
4. Review and make recommendations to the Board with respect to life insurance plans, stock purchase plans, stock option plans, long-term incentive plans, senior executive variable compensation plans and other equity-based and/or executive incentive compensation programs and otherwise act in accordance with the duties and responsibilities assigned to the Committee under such plans and programs.
5. Review and approve the adoption and amendment of senior executive compensation programs including post-employment executive programs, except as otherwise expressly reserved to the Board.
6. Review and approve changes to the Corporation's executive-based benefit plans as delegated by the Board from time to time.
7. In consultation with any outside adviser deemed appropriate by the Committee, review and recommend to the Board the adoption of director compensation programs.
8. Review and discuss the Compensation Discussion and Analysis (the "CD&A") required to be included in the Corporation's proxy statement with management (and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included), and produce the annual Compensation and Human Resources Committee Report for inclusion in the Corporation's proxy statement.
9. Annually review management's assessment of risk as it relates to the Corporation's compensation arrangements, practices, policies and programs for executive officers and other employees to determine whether such arrangements, practices, policies and programs encourage unnecessary or excessive risk taking and whether any risks arising from such arrangements, practices, policies and programs are reasonably likely to have a material adverse effect on the Corporation.
10. Review and approve any new or materially amended employment, severance, and change-in-control agreements, plans or provisions, and any other compensatory arrangements, as the Committee determines is appropriate with current or prospective executive officers of the Corporation.
11. Review and approve the implementation or revision of any clawback policy allowing the Corporation to recoup compensation paid to executive officers and other employees.

12. Oversee the Corporation's compliance with rules and regulations promulgated by the U.S. Securities and Exchange Commission regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under New York Stock Exchange rules that, with limited exceptions, stockholders approve equity compensation plans.
13. Inclusive of the full Board of Directors, review the senior executive succession plan and the leadership development process for senior executive positions and provide feedback to the CEO.
14. Perform all other duties and responsibilities that may be delegated by the Board from time to time.
15. Periodically review the Corporation's Human Capital/People Strategy for achieving the Corporation's long-term performance and growth objectives, including periodically reviewing the Corporation's employee diversity and inclusion policies, programs and initiatives and other recruitment, retention, development and internal communications programs.

#### **Operational Matters; Reports**

The Committee may form and delegate authority to subcommittees when appropriate, provided that such delegation is permitted under applicable laws, rules and regulations. To the extent required, any such subcommittee must consist solely of at least two members of the Committee who are non-employee directors for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

In connection with its duties and responsibilities, the Committee shall have sole authority to retain and terminate any compensation, benefits or other outside advisor to provide independent advice to the Committee, but only after taking into consideration all factors relevant to the advisor's independence from management, including those specified in Section 303A.05(c) of the New York Stock Exchange Listed Company Manual. The Committee shall have sole authority to approve the advisor's fees 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 annually and recommend to the Board any changes it considers necessary or advisable.

The Committee shall make regular reports to the Board.