

UNISYS CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER (Approved May 5, 2023)

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Unisys Corporation (the “Corporation”) to (1) identify individuals qualified to become members of the Board and to recommend to the Board the director nominees for the next annual meeting of stockholders, (2) develop, recommend to the Board and oversee the Corporate Governance Guidelines applicable to the Corporation and (3) review and monitor other matters relating to the corporate governance of the Corporation.

Membership

The Committee shall consist of at least three directors, each of whom shall meet the independence requirements of the New York Stock Exchange. 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. Determine the appropriate skills and characteristics required of new Board members in the context of the current make-up of the Board. The Committee shall take into account all factors it considers appropriate, which may include independence, experience, expertise, strength of character, mature judgment, leadership ability, technical skills, diversity, age and the extent to which the individual would fill a present need on the Board.
2. Seek to identify qualified candidates for Board membership. In that connection, the Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm’s fees and other retention terms.
3. Review recommendations for Board membership received from stockholders and other qualified sources.
4. Recommend to the Board candidates for nomination to the Board.

5. Review the appropriateness of a director's continued service on the Board when that director changes job responsibilities.
6. Review, in consultation with the Board Chair and the CEO, the continuation of each director being considered for re-election.
7. Review and recommend assignments of Board members to the various committees of the Board.
8. Monitor the implementation of the Corporate Governance Guidelines of the Corporation.
9. On an annual basis, or more frequently if appropriate, review and reassess the adequacy of the Corporate Governance Guidelines of the Corporation in light of corporate governance developments. Recommend any proposed changes to the Board for approval.
10. Oversee the evaluation of the Board, including (a) reviewing annually with the Board the independence of outside directors and (b) annually facilitating the Board's self-assessment of its performance.
11. On an annual basis, review management's report on the Corporation's posture with respect to Environmental, Social and Governance and Corporate Social Responsibility (ESG/CSR) matters.

Operational Matters; Reports

The Committee may form and delegate authority to subcommittees when appropriate.

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 periodic reports to the Board.