UNISYS CORPORATION
CORPORATE GOVERNANCE GUIDELINES
AS AMENDED THROUGH JULY 24, 2026

1) Board Composition and Selection; Director Qualifications

Size. The bylaws, as amended (the "Bylaws"), of Unisys Corporation (the "Company") provide for the Board of Directors of the Company (the "Board") to have no fewer than seven and no more than 15 members. The Nominating and Corporate Governance Committee should periodically review the size of the Board and recommend any changes.

Independence. The Board shall have a majority of directors who qualify as independent under the listing standards of the New York Stock Exchange. The Nominating and Corporate Governance Committee shall review annually with the Board the relationships that each director has with the Company (either directly or as a partner, stockholder, employee or officer of an organization that has a relationship with the Company). Following such annual review, only those directors who the Board affirmatively determines have no material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company) and who meet the additional qualifications prescribed under the listing standards of the New York Stock Exchange will be considered independent.

The Board has established the following guidelines to assist it in determining whether a director has a material relationship with the Company:

> The following commercial or charitable relationships will not be considered to be material relationships that would impair a director’s independence: (a) if the director is an executive officer or partner of, or owns more than ten percent of the equity in, another company that does business with the Company and the annual sales to, or purchases from, the Company are less than one percent of the annual revenues of that other company and (b) if the director serves as an officer, director or trustee of a charitable organization, and the Company’s discretionary charitable contributions to the organization are less than one percent of that organization’s total annual charitable receipts.

The Board is willing to have members of management, in addition to the Chief Executive Officer, as directors. However, the Board believes that management should encourage senior managers to understand that Board membership is not necessary or a prerequisite to any higher management position in the Company. Managers other than the Chief Executive Officer currently attend Board meetings on a regular basis even though they are not members of the Board.

Selection of New Director Candidates. The Board is responsible for selecting its members. The Board delegates the screening process involved to the Chair of the Nominating and Corporate Governance Committee with input from the Chair of the Board as well as the Chief Executive Officer (if the Chair is not the Chief Executive Officer). The Nominating and Corporate Governance Committee maintains a continuing program of director succession planning. The Nominating and Corporate Governance Committee considers recommendations from other Board members, management and stockholders as to potential new director candidates, and may retain search firms to assist in identifying and screening candidates. The Nominating and Corporate Governance Committee is responsible for determining the appropriate skills and characteristics required of Board members in the context of the current make-up of the Board. This determination should take into account all factors the Nominating and Corporate Governance Committee considers appropriate, such as independence, experience, expertise, strength of character, mature judgment, leadership ability, technical skills, age and the extent to which the individual would fill a present need on the Board and/or complement the current composition of the Board and its committees. All Board members should have the time and willingness to study informational and background materials, to prepare for meetings and to otherwise carry out their duties and responsibilities effectively, and represent the best interests of all stockholders.

Term Limits. Directors are elected on an annual basis, as such, the Board does not believe it should establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole. As an alternative to term limits, the Nominating and Corporate Governance Committee, in consultation with the Chief Executive Officer and the Chair of the Board, will review each director's continuation on the Board as a regular part of the annual nominating process.

Retirement Age. In accordance with the Bylaws, no person shall be elected a director after having attained the age of 72 years unless requested by the Nominating and Corporate Governance Committee with the approval of not less than 2/3 of the directors then in office (excluding such director). Notwithstanding the foregoing, in no event shall a person stand for election as a director after having attained the age of 74 years.

Chief Executive Officer's Board Membership. It is expected that when the Chief Executive Officer is no longer in that position, the Chief Executive Officer will offer to resign from the Board at the same time. The Board will determine whether to accept the resignation.

Directors Who Have a Material Change in Status. It is the policy of the Board that a director must notify the Corporate Secretary, prior to any such change, of (1) his or her retirement from present employment, (2) any change in employer, primary job responsibility or other significant change in the director's principal occupation or affiliation, (3) any invitation to serve on the board of another public company, or (4) any significant change that may result in significant time commitments or changes in a director's relationship with the Company (each a "Material Change" and collectively, "Material Changes"). The Corporate Secretary shall inform the Chair of the Board, the Chair of the Nominating and Corporate Governance Committee and the Chief Executive Officer of all Material Changes that are brought to his or her attention. The Nominating and Corporate Governance Committee will evaluate the continued appropriateness of Board membership under the new circumstances and make a recommendation to the full Board as to the action to be taken, if any, keeping in mind that a mere change in a director's employer or job responsibilities should not necessarily require departure from the Board. If requested by the Board following its review, the director is required to tender his or her resignation to the Board.

Directors are expected to ensure that other existing and planned future commitments do not materially interfere with the director's service as a Board member. Non-management directors are encouraged to limit the number of public company boards on which they serve to no more than four in addition to the Company’s.

2) Board Meetings

Frequency of Meetings. The Board should have at least four regularly scheduled meetings per year. In addition, special meetings may be called from time to time as determined by the needs of the business. Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities.

Selection of Agenda Items for Board Meetings. The Chair of the Board and the Chief Executive Officer (if the Chair is not the Chief Executive Officer) will establish the agenda for each Board meeting. Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review the Company’s long-term strategic plans during at least one Board meeting each year.

Board Material Distributed in Advance. Information and data that are important to the Board’s understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting. Management should ensure that the materials being distributed are as concise as possible while giving directors sufficient information to make informed decisions.

Executive Sessions of Outside Directors; Lead Director. The non-management directors shall meet in executive session at all regularly scheduled Board meetings and will have the opportunity to meet in executive session at any time upon request. If the Chair of the Board is an employee of the Company, the Board shall elect from the independent directors a lead director who shall preside at such executive sessions. If the Chair is not an employee of the Company, the Chair shall preside at such executive sessions.

To assure the success of the Company and to provide appropriate leadership at a given point in time, the Board does not have a policy on whether or not the roles of the Chief Executive and Chair should be separate and, if they are to be separate, whether the Chair should be selected from the non-employee directors or be an employee. The Board, as part of its annual self-evaluation, will assess its leadership structure to determine that the Board leadership structure is the most appropriate for the Company, taking into account the recommendations of the Nominating and Corporate Governance Committee.

If the non-management directors include any directors who are not independent under the listing standards of the New York Stock Exchange, the Company shall, at least once a year, schedule an executive session including only independent directors. In addition, annually, members of the Board who meet the independence requirements of the New York Stock Exchange will review and approve the Chief Executive Officer's compensation based on the evaluation performed by the Compensation and Human Resources Committee. The Chair of the Compensation and Human Resources Committee shall lead this review.

3) Committees

Number and Type of Committees. The Company currently has four Board committees, which are: Audit and Finance, Compensation and Human Resources, Nominating and Corporate Governance, and Security and Risk. There will, from time to time, be occasions in which the Board may want to form a new committee or disband a current committee depending upon the circumstances. In addition, the Chair of the Board may appoint ad hoc special purpose committees, as and when the need arises.

Assignment and Rotation of Committee Members. Membership on the Audit and Finance, Compensation and Human Resources, Nominating and Corporate Governance, and Security and Risk Committees will be limited to directors who meet the independence criteria of the New York Stock Exchange and any applicable criteria for members of those committees prescribed by the Securities and Exchange Commission and New York Stock Exchange.

It is the sense of the Board that consideration should be given to changing committee members as well as committee chairs periodically, but such changes are not mandated as a policy since there may be reasons at a given point in time to maintain an individual director's committee membership.

Frequency and Length of Committee Meetings and Agendas. Each committee chair, in consultation with committee members, will determine the frequency and length of the meetings of the committee. The chair of the committee, in consultation with the appropriate members of Company management and staff, will approve the committee's agenda.

4) Access to Senior Management and Independent Advisors

Regular Attendance of Non-Directors at Board Meetings. The Board is comfortable with the regular attendance at each Board meeting of non-Board members who are members of senior management.

Board Access to Senior Management. Board members have complete access to Company management. It is assumed that Board members will use judgment to be sure that this contact is not distracting to the business operations of the Company and that such contact, if in writing, be copied to the Chief Executive Officer and the Chair or the Board. Furthermore, the Board encourages senior management to, from time to time, bring other managers into Board meetings who: (a) can provide additional insights into the items being discussed because of personal involvement in these areas, or (b) represent managers with future potential that the senior management believes should be given exposure to the Board.

Board Access to Independent Advisors. The Board and its committees shall have the right at any time to retain independent outside financial, legal or other advisors.

5) Board Compensation and Stock Ownership Requirements

It is appropriate for the staff of the Company to report once a year to the Compensation and Human Resources Committee on the status of Board compensation in relation to the Company's peer group of companies. Changes in Board compensation, if any, should come at the suggestion of the Compensation and Human Resources Committee, but with full discussion and concurrence by the Board. Particular attention will be paid to structuring Board compensation in a manner aligned with stockholder interests. In this regard, the Board believes that a meaningful portion of a director's compensation should be provided and held in stock options and/or stock units. Members of management shall not receive additional compensation for their service as directors.

The Board believes that only in rare circumstances approved by the Board should directors receive, directly or indirectly, consulting, legal or other fees from the Company. In no event shall any member of the Audit and Finance Committee receive any compensation from the Company other than directors' fees.

Each non-management member of the Board is required to own stock, stock units or other equity equivalents of the Company in accordance with the Company's stock ownership guidelines for directors.

6) Board Orientation and Continuing Education

The Company shall provide a director orientation program for new directors to familiarize them with, among other things, the Company's business, strategic plans, significant financial, accounting and risk management issues, its compliance programs, its code of ethics and business conduct, its principal officers, and its internal and independent auditors. The Company will provide directors with presentations from time to time on topics designed by the Company or third-party experts to assist directors in carrying out their responsibilities. Directors may also attend appropriate continuing education programs. The Company will bear all reasonable expenses in connection with attending accredited third-party continuing education programs.

7) Assessing the Board's Performance

The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee, acting through its Chair, will facilitate this self-evaluation. In addition, each committee will conduct an annual self-evaluation of its performance and will make a report annually to the Board. In connection with these assessments, the Board and each committee should specifically review areas in which the Board, committee members or management believe improvements could be made to increase the effectiveness of the Board and its committees.

8) Evaluation of the Chief Executive Officer and Succession Planning

All non-management directors will participate in the annual evaluation of the Chief Executive Officer, led by the Compensation and Human Resources Committee. The evaluation should be communicated to the Chief Executive Officer by the Chair of the Compensation and Human Resources Committee. This evaluation shall take into account the performance of the Company against the corporate goals and objectives approved by the Compensation and Human Resources Committee for the Chief Executive Officer as well as the Chief Executive Officer's strategic vision and leadership and such other factors as the Compensation and Human Resources Committee shall deem appropriate. Based on this evaluation, the Compensation and Human Resources Committee will recommend, and the members of the Board who meet the independence criteria of the New York Stock Exchange will determine and approve, the compensation of the Chief Executive Officer.

The Board shall have overall responsibility to plan for executive officer succession, including the Chief Executive Officer. To assist the Board in this, the Chief Executive Officer should present an annual report on succession planning to the Board, taking into account the recommendations of the Nominating and Corporate Governance Committee. On a continuing basis, the Chief Executive Officer should recommend a successor should the Chief Executive Officer be unexpectedly unable to perform the duties of the Chief Executive Officer. These succession plans should be reported to and discussed with the Board each year.

9) Confidentiality; Public Statements Regarding Company Matters; Board Interaction with Investors, Customers, and Other Third Parties.

Directors must protect and keep confidential all non-public information obtained due to their directorship position during and after their service as a director of the Company, and no director shall use confidential information for their personal benefit. No outside director shall use confidential information to benefit persons or entities outside the Company or disclose confidential information outside the Company, except with the express permission of the Board or as may be required by law, after consultation with the Chair of the Board. Furthermore, the Board believes that management speaks for the Company. It is the sense of the Board that non-management director should respond to media, investor, analyst or other third-party inquiries regarding the Company, and all such inquiries should be referred to management for appropriate handling. If, however, comments from the Board or engagement with stockholders are determined to be appropriate, they should ordinarily come from the Chair of the Board or from the Board’s designated spokesperson. While individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, it is expected that such communications are in compliance with the Company’s Regulation FD Policy.