

COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION

Corporate Governance Guidelines

Updated September 12, 2018

The Board of Directors (the “Board”) of Cognizant Technology Solutions Corporation (the “Company”) has adopted the following Corporate Governance Guidelines (the “Guidelines”) to assist the Board in the exercise of its duties and responsibilities and to serve the best interests of the Company and its stockholders. The Guidelines should be applied in a manner consistent with all applicable laws and the Company’s charter and bylaws, each as amended and in effect from time to time. The Guidelines provide a framework for the conduct of the Board’s business. The Board may modify or make exceptions to the Guidelines from time to time in its discretion and consistent with its duties and responsibilities to the Company and its stockholders.

A. Director Responsibilities

1. Oversee Management of the Company. The principal responsibility of the directors is to oversee the management of the Company and, in so doing, serve the best interests of the Company and its stockholders. This responsibility includes:
 - Reviewing and approving fundamental operating, financial and other corporate plans, strategies and objectives;
 - Evaluating the performance of the Company and its senior executives and taking appropriate action, including removal, when warranted;
 - Evaluating the Company’s compensation programs on a regular basis and determining the compensation of its senior executives;
 - Requiring, approving and implementing senior executive succession plans;
 - Evaluating whether corporate resources are used only for appropriate business purposes;
 - Establishing a corporate environment that promotes timely and effective disclosure (including robust and appropriate controls, procedures and incentives), fiscal accountability, high ethical standards and compliance with all applicable laws and regulations;
 - Reviewing and approving material transactions and commitments not entered into in the ordinary course of business;
 - Developing a corporate governance structure that allows and encourages the Board to fulfill its responsibilities;
 - Providing advice and assistance to the Company’s senior executives; and
 - Evaluating the overall effectiveness of the Board and its committees.

2. Exercise Business Judgment. In discharging their fiduciary duties of care, loyalty and candor, directors are expected to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders.
3. Understand the Company and its Business. Directors have an obligation to become and remain informed about the Company and its business, including the following:
 - The principal operational and financial objectives, strategies and plans of the Company;
 - The results of operations and financial condition of the Company and of significant subsidiaries and business segments;
 - The relative standing of the business segments within the Company and vis-à-vis competitors;
 - The factors that determine the Company's success; and
 - The risks and problems that affect the Company's business and prospects.
4. Establish Effective Systems. Directors are responsible for determining that effective systems are in place for the periodic and timely reporting to the Board on important matters concerning the Company, including the following:
 - Current business and financial performance, the degree of achievement of approved objectives and the need to address forward-planning issues;
 - Future business prospects and forecasts, including actions, facilities, personnel and financial resources required to achieve forecasted results;
 - Financial statements, with appropriate segment or divisional breakdowns;
 - Compliance programs to assure the Company's compliance with law and corporate policies;
 - Material litigation and governmental and regulatory matters;
 - Monitoring and, where appropriate, responding to communications from stockholders; and

Directors should also periodically review the integrity of the Company's internal control and management information systems.
5. Board, Stockholder and Committee Meetings. Directors are responsible for attending Board meetings, meetings of committees on which they serve and the annual meeting of stockholders, and devoting the time needed, and meeting as frequently as necessary, to discharge their responsibilities properly.

6. Reliance on Management and Advisors; Indemnification. The directors are entitled to rely on the Company's senior executives and its outside advisors, auditors, legal counsel and other experts in their area of expertise. The directors are also entitled to Company-provided indemnification, statutory exculpation and directors' and officers' liability insurance.

B. Director Qualification Standards

1. Independence. Except as may otherwise be permitted by Nasdaq rules, a majority of the members of the Board shall be independent directors. The Board shall affirmatively determine, upon the recommendation of the Nominating, Governance and Public Affairs Committee, that to be considered independent, a director and candidate for election as director must not have any direct or indirect material relationship with the Company. Committee members shall be subject to any additional independence requirements that may be required by applicable law, regulation or Nasdaq rules, from time to time.
2. Size of the Board. The Company's charter and bylaws provide that the number of directors shall be fixed by resolution duly adopted by the Board. Periodically, the Board reviews the appropriateness of its size for effective operation.
3. Other Directorships. Serving on the Board requires significant time and attention. Directors must spend the time needed and meet as often as necessary to properly discharge their responsibilities. Each Board member is expected to be committed to serve on the Board and, accordingly, is expected to ensure that his or her existing or future commitments do not interfere with such service. In this respect, the Company limits the number of additional directorships that a director may hold. The Company's CEO is not permitted to serve on the boards of more than two other public companies in addition to the Company's Board and all other directors are not permitted to serve on the boards of more than four other public companies in addition to the Company's Board. Furthermore, a director should advise the Chairperson of the Board in advance of accepting an invitation to serve on another public or private company board, in order to confirm that no actual or potential conflict exists.
4. Tenure. The Nominating, Governance and Public Affairs Committee shall annually review each director's continuation on the Board. The Nominating, Governance and Public Affairs Committee will consider a variety of factors in conducting its annual review, including the mix of capabilities on the Board, the need to assure appropriate refreshment and change on the Board, the diversity of the Board in terms of backgrounds, expertise, capabilities and leadership, the degree of engagement and effectiveness of Board members and confirmation of interest in continuing to serve as a director.

5. Lead Director. In the event that the Chairman of the Board is not an independent director or the same person holds the Chief Executive Officer and Chairman roles, the Nominating, Governance and Public Affairs Committee may nominate an independent director to serve as “Lead Director,” who shall be approved by a majority of the independent directors.

The Lead Director, if one is appointed, shall:

- Chair any meeting of the independent directors in executive session;
- Meet with any director who is not adequately performing his or her duties as a member of the Board or any committee;
- Facilitate communications between other members of the Board and the Chairman of the Board and/or the Chief Executive Officer; however, each director is free to communicate directly with the Chairman of the Board and with the Chief Executive Officer;
- Work with the Chairman of the Board in the preparation of the agenda for each Board meeting and in determining the need for special meetings of the Board; and
- Otherwise consult with the Chairman of the Board and/or the Chief Executive Officer on matters relating to corporate governance and Board performance.

The Lead Director will be identified in the proxy statement for each annual meeting of stockholders, together with a method for interested parties to communicate directly with the Lead Director or the non-employee directors as a group.

6. Separation of the Offices of Chairman and Chief Executive Officer. The Board does not have a policy on whether the offices of Chairman of the Board and Chief Executive Officer should be separate and, if they are to be separate, whether the Chairman of the Board should be selected from among the independent directors or should be an employee of the Company.
7. Selection of Director Candidates and Nominees. Except where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the Nominating, Governance and Public Affairs Committee shall be responsible for (i) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and (ii) recommending to the Board the persons to be nominated by the Board for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. Director candidates and nominees shall be considered for recommendation by the Nominating, Governance and Public Affairs Committee in accordance with these Guidelines, the policies and principles in its charter and the criteria set forth in **Attachment A** to these Guidelines. It is expected that the Nominating, Governance and Public Affairs Committee will have direct input from the Chairman of the Board, the Chief Executive Officer and, if one is appointed, the Lead Director.

Stockholders may recommend future nominees for Board membership by submitting written suggestions, including name and other pertinent information for the nominee, to:

Cognizant Technology Solutions Corporation
Glenpointe Centre West
500 Frank W. Burr Blvd.
Teaneck, New Jersey 07666
Attention: Secretary

The Nominating, Governance and Public Affairs Committee uses the same criteria for evaluating candidates regardless of the source of referral.

8. Extending the Invitation to a New Director Candidate to Join the Board. The invitation to join the Board should be extended by the Chairman of the Board, on behalf of the Board, and the Chairman of the Nominating, Governance and Public Affairs Committee, on behalf of such committee.
9. Directors Who Change Their Present Job Responsibilities. The Board does not believe that a change in a director's job responsibilities from those held when elected should necessarily result in that individual leaving the Board. However, promptly following any material change in a director's responsibilities (other than on account of retirement), the director shall offer to resign from the Board and all committees thereof. The Nominating, Governance and Public Affairs Committee, after reviewing the appropriateness of continued Board membership, will recommend whether the Board should accept or reject such resignation and the Board will decide whether the individual should continue to serve as a director. Accordingly, when the Chief Executive Officer or any other inside director ceases to serve in that position, he or she will be expected to resign from the Board if so requested by the Board, upon recommendation of the Nominating, Governance and Public Affairs Committee.
10. Ethics, Conflicts and Board Conduct. Members of the Board shall act at all times in accordance with the Company's code of ethics, which is applicable to all directors as well as all other Company personnel. This includes, in particular but without limitation, strict adherence to the Company's policies with respect to conflicts of interest, confidentiality, and ethical conduct in all business and personal dealings. Board members must be mindful of possible conflicts of interest, including anything that could impair their independence as a director under these Guidelines, and should discuss any issues with the Chief Executive Officer, the Chairman and the Lead Director, if any. If a significant conflict arises and cannot be resolved, the director would be expected to resign. The Board is further committed to full disclosure in accordance with all applicable requirements of potential conflicts and any waiver approved by the Board.

C. **Board Meetings**

1. Selection of Agenda Items. The Chairman of the Board shall approve the agenda for each Board meeting. Each Board member is free to suggest the inclusion of agenda items and is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

2. Frequency and Length of Meetings. The Chairman of the Board, in consultation with the members of the Board, shall determine the frequency and length of the Board meetings. Special meetings may be called from time to time as determined by the needs of the business.
3. Advance Distribution of Materials. 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. The Board acknowledges that certain items to be discussed at a Board or committee meeting may be of an extremely confidential or time-sensitive nature and that the distribution of materials on these matters prior to meetings may not be appropriate or practicable.
4. Executive Sessions. The independent directors shall meet in executive session at least twice a year to discuss, among other matters, the performance of the Chief Executive Officer. The independent directors will meet in executive session at other times at the request of any independent director. Absent unusual circumstances, executive sessions shall be held in conjunction with regular Board meetings. The director who presides at these meetings shall be the Lead Director if there is one, and if not, shall be the Chairman of the Board. In the absence of the Lead Director or the Chairman of the Board, as applicable, an independent director chosen by the majority of the independent directors present shall preside over executive sessions.
5. Attendance of Non-Directors at Board Meetings. The Board encourages the senior executives of the Company to, from time to time, bring Company personnel into Board meetings who (i) can provide additional insight into the items being discussed because of personal involvement in these areas or (ii) appear to be persons with future potential who should be given exposure to the Board.

D. **Board Committees**

1. Key Committees. The Board shall have at all times an Audit Committee, a Management Development and Compensation Committee and a Nominating, Governance and Public Affairs Committee. Each such committee shall have a charter that has been approved by the Board. The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.
2. Assignment and Rotation of Committee Members. The Nominating, Governance and Public Affairs Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board. Except as otherwise permitted by the applicable rules of Nasdaq, each member of the Audit Committee, the Management Development and Compensation Committee and the Nominating, Governance and Public Affairs Committee shall be an "independent director" as defined by such rules.
3. Committee Charters. In accordance with the applicable rules of Nasdaq the charters of the Audit Committee, the Management Development and Compensation Committee and the Nominating, Governance and Public Affairs Committee shall set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for

committee member appointment and removal, committee structure and operations and committee reporting to the Board.

4. Selection of Agenda Items. The chairman of each committee, in consultation with the committee members, shall develop the committee's agenda. At the beginning of the year each committee shall establish a schedule of subjects to be discussed during the year (to the extent practicable). The schedule for each committee meeting shall be furnished to all directors.
5. Frequency and Length of Committee Meetings. The chairman of each committee, in consultation with the committee members, shall determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. Special meetings may be called from time to time as determined by the needs of the business and the responsibilities of the committees.

E. Director Access to Management and Independent Advisors

1. Access to Officers and Employees. Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or the Secretary or directly by the director. The directors shall use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and shall, to the extent appropriate, copy the Chief Executive Officer on any written communications between a director and an officer or employee of the Company.
2. Access to Independent Advisors. The Board and each committee have the power to hire and consult with independent legal, financial or other advisors for the benefit of the Board or such committee, as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance. Such independent advisors may be the regular advisors to the Company. The Board or any such committee is empowered, without further action by the Company, to cause the Company to pay the compensation of such advisors as established by the Board or any such committee.

F. Director Compensation

1. Role of Board and Management Development and Compensation Committee. The form and amount of director compensation shall be determined by the Board in accordance with the policies and principles set forth below. The Management Development and Compensation Committee shall conduct a periodic review of the compensation of the Company's directors. The Management Development and Compensation Committee shall consider that questions as to directors' independence may be raised if director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a director is affiliated or if the Company enters into consulting contracts or business arrangements with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated.

2. Form of Compensation. The Board believes that directors should be incentivized to focus on long-term stockholder value. Including equity as part of director compensation helps align the interests of directors with those of the Company's stockholders.
3. Amount of Consideration. The Company seeks to attract exceptional talent to its Board. Therefore, the Company's policy is to compensate directors at least competitively relative to comparable companies. The Company's management shall, from time to time, present a comparison report to the Board, comparing the Company's director compensation with that of comparable companies.
4. Employee Directors. Directors who are also employees of the Company shall receive no additional compensation for Board or committee service.

G. Director Orientation and Continuing Education

1. Director Orientation. The Board and the Company's management shall conduct a mandatory orientation program for new directors. The orientation program shall include presentations by management to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its code of ethics, its principal officers, its internal and independent auditors and its General Counsel and outside legal advisors. In addition, the orientation program shall include a review of the Company's expectations of its directors in terms of time and effort, a review of the directors' fiduciary duties and visits to Company headquarters and, to the extent practical, certain of the Company's significant facilities. All other directors are also invited to attend the orientation program.
2. Continuing Education. Each director is expected to be involved in continuing director education on an ongoing basis to enable him or her to better perform his or her duties and to recognize and deal appropriately with issues that arise. The Company shall pay all reasonable expenses related to continuing director education.

H. Management Evaluation and Succession

1. Selection of Chief Executive Officer. The Board selects the Company's Chief Executive Officer in the manner that it determines to be in the best interests of the Company and its stockholders.
2. Evaluation of Senior Executives. The Management Development and Compensation Committee shall be responsible for overseeing the evaluation of the Company's senior executives, including all executive officers. The Management Development and Compensation Committee shall determine the nature and frequency of the evaluation and the persons subject to the evaluation, supervise the conduct of the evaluation and discuss the results of the evaluation with the Board. The Board shall review the assessments to ensure that the executive officers are providing the best leadership for the Company over both the long- and short-term.

3. Succession Planning. The Board has the primary responsibility for plans for succession to the position of the Company's Chief Executive Officer and oversight of development of the executive team generally. In this context, the Nominating, Governance and Public Affairs Committee will assist the Board on an ongoing basis in assuring that the Company maintains, regularly reviews and periodically updates (as the Board determines to be appropriate) a succession plan for its Chief Executive Officer and other senior executives, including an emergency succession plan for the Chief Executive Officer.

I. **Voting for Directors**

In accordance with the Company's bylaws, unless the Secretary of the Company determines that the number of nominees exceeds the number of directors to be elected as of the record date for any stockholder meeting for the election of directors, a nominee must receive more votes cast for than against his or her election or re-election in order to be elected or re-elected to the Board. The Board expects a director to tender his or her resignation if he or she fails to receive the required number of votes for re-election. The Board shall nominate for election or re-election as director only candidates who agree to tender, promptly following such person's failure to receive the required vote for election or re-election at the next meeting at which such person would face election or re-election, an irrevocable resignation that will be effective upon Board acceptance of such resignation. If an incumbent director fails to receive the required vote for re-election, then, within 90 days following certification of the shareholder vote, the Nominating, Governance and Public Affairs Committee will act to determine whether to accept the director's resignation and will submit such recommendation for prompt consideration by the Board, and the Board will act on the Nominating, Governance and Public Affairs Committee's recommendation. The Nominating, Governance and Public Affairs Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation.

Except as set forth below, any director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating, Governance and Public Affairs Committee recommendation or Board action regarding whether to accept the resignation offer.

Thereafter, the Board will promptly disclose its decision-making process and decision regarding whether to accept the director's resignation offer (or the reason(s) for rejecting the resignation offer, if applicable) in a Form 8-K furnished to the Securities and Exchange Commission.

If more than two members of the Nominating, Governance and Public Affairs Committee fail to receive the required vote in favor of their election in the same election, then those independent directors who did receive the required vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them.

However, if the only directors who did not receive the required vote in the same election constitute three or fewer directors, all directors may participate in the action regarding whether to accept the resignation offers.

J. Annual Performance Evaluation of the Board

The Nominating, Governance and Public Affairs Committee shall oversee an annual self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Nominating, Governance and Public Affairs Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and review the results of the evaluation, including any recommended changes to the Board's composition or practices, with the Board. The purpose of this process is to improve the effectiveness of the Board and its committees and not to target individual Board members.

K. Board Interaction with Stockholders, Institutional Investors, the Press, Customers, Etc.

The Board believes that the Chief Executive Officer and his or her designees speak for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. It is, however, expected that Board members would do so with the knowledge of and, absent unusual circumstances or as contemplated by the committee charters, only at the request of the Company's senior executives.

The Board will give appropriate attention to written communications that are submitted by stockholders and other interested parties, and will respond if and as appropriate. Absent unusual circumstances or as contemplated by the committee charters, the Chairman of the Board (if an independent director), or the Lead Director (if one is appointed), or otherwise the Chairman of the Nominating, Governance and Public Affairs Committee shall, subject to advice and assistance from the General Counsel, (1) be primarily responsible for monitoring communications from stockholders and other interested parties, and (2) provide copies or summaries of such communications to the other directors as he or she considers appropriate.

L. Periodic Review of the Corporate Governance Guidelines

The Nominating, Governance and Public Affairs Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of these Guidelines and recommend any proposed changes to the Board for approval.

COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION

Attachment A to Corporate Governance Guidelines

Criteria For Nomination As A Director

General Criteria

1. Nominees should have a reputation for integrity, honesty and adherence to high ethical standards.
2. Nominees should have demonstrated business acumen, experience and ability to exercise sound judgments in matters that relate to the current and long-term objectives of the Company and should be willing and able to contribute positively to the decision-making process of the Company.
3. Nominees should have a commitment to understand the Company and its industry and to regularly attend and participate in meetings of the Board and its committees.
4. Nominees should have the interest and ability to understand the sometimes conflicting interests of the various constituencies of the Company, which include stockholders, employees, customers, governmental units, creditors and the general public, and to act in the interests of all stockholders.
5. Nominees should not have, nor appear to have, a conflict of interest that would impair the nominee's ability to represent the interests of all the Company's stockholders and to fulfill the responsibilities of a director.
6. Nominees shall not be discriminated against on the basis of race, religion, national origin, sex, sexual orientation, disability or any other basis proscribed by law. The value of director diversity, including as to race, gender, age and cultural background, should be considered.

Application of Criteria to Existing Directors

The renomination of existing directors should not be viewed as automatic, but should be based on continuing qualification under the criteria set forth above. In addition, the Nominating, Governance and Public Affairs Committee shall consider the existing directors' performance on the Board and any committee, which shall include consideration of the extent to which the directors undertook continuing director education.

Criteria for Composition of the Board

The backgrounds, qualifications and diversity (including as to race, gender, age and cultural background) of the directors considered as a group should provide a significant breadth of experience, knowledge and abilities that shall assist the Board in fulfilling its responsibilities.