

# COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION

## Finance Committee Charter

*Updated September 12, 2018*

### A. Purpose

The purpose of the Finance Committee (the "**Committee**") is to assist the Board of Directors (the "**Board**") with respect to the oversight of certain financial and operational matters of the Company, including:

- operating margins;
- capital structure and allocation;
- talent supply chain;
- business continuity planning;
- growth and scalability of processes and systems; and
- treasury matters (including hedging).

### B. Structure and Membership

1. **Number**. The Committee shall consist of such number of directors as the Board shall from time to time determine.
2. **Chair**. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.
3. **Compensation**. The compensation of the Committee members shall be as determined by the Board.
4. **Selection and Removal**. Members of the Committee shall be appointed by the Board. The Board may remove members of the Committee from the Committee at any time, with or without cause.

### C. Authority and Responsibilities

#### **General**

The Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management, in accordance with its business judgment. In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with the purposes of the Committee, the Company's Corporate Governance Guidelines adopted by the Board, the Company's bylaws, and applicable Nasdaq rules.

## **Operating Review**

1. **Operating Margins**. The Committee shall regularly evaluate the Company's operating margins, with the assistance of the Company's management and any advisors engaged by the Company, the Board and/or the Committee, make recommendations to the Board as to the appropriate target operating margins for the Company, and oversee management's plans to attain such target operating margins.
2. **Talent Supply Chain and Human Capital**. The Committee shall periodically review and discuss with management the Company's risks relating to its talent supply chain and human capital, including employee turnover, compensation costs, competition for talent, and alignment of employee skill sets with Company needs, and management's plans to mitigate such risks.
3. **Business Continuity**. The Committee shall periodically review and discuss with management the Company's business continuity and disaster recovery planning.
4. **Growth and Scalability**. The Committee shall periodically review and discuss with management the Company's plans and strategies to manage growth and the scalability of corporate functions, internal processes and systems, including making recommendations to the Board regarding any significant investments the Committee believes are necessary to support such growth.

## **Financial Review**

5. **Capital Structure and Allocation**. The Committee shall periodically evaluate and provide the Board with recommendations regarding the Company's capital structure and capital allocation policies and strategy.
6. **Dividends and Stock Repurchases**. The Committee shall periodically review and discuss with management and the Board the Company's dividend policies and stock repurchase programs.
7. **Tax Strategy and Planning**. The Committee shall periodically review and discuss with management the Company's global tax strategy and tax planning activities, as well as any significant tax developments affecting the Company.

## **Treasury Oversight**

8. **Treasury Oversight**. The Committee shall be responsible for overseeing treasury matters, including without limitation:
  - (i) Reviewing and approving the Company's hedging policies and practices to manage risk and volatility, including without limitation annual review and approval of the Company's election of the end-user exception to mandatory clearing of certain swap transactions, in accordance with the Company's Hedging and Risk Management Policy; and
  - (ii) Reviewing, and making recommendations to the Board with respect to, the Company's capital funding requirements.

#### **D. Procedures and Administration**

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. Meetings and actions of the Committee shall be governed by the provisions of the bylaws of the Company concerning meetings and other actions of the Board and its committees. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Reports to the Board. The Committee shall report on its progress to the Board on a quarterly basis, or as otherwise requested by the Board.
3. Charter. The Committee shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board.
4. Advisors. The Committee shall have the authority to engage such legal and other advisors (independent or otherwise) as it deems necessary or appropriate to carry out its responsibilities. Such advisors may be the regular advisors to the Company. The Committee will be directly responsible for the appointment, compensation and oversight of any advisor it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisor retained by the Committee.
5. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
6. Additional Parties. The Committee may invite to its meetings any member of management, other personnel of the Company, any other member of the Board, or any third parties, as it deems, in its sole discretion, appropriate to carry out its responsibilities.
7. Self-Evaluation. At least annually, the Committee shall evaluate its own performance.