

# COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION

## Nominating, Governance and Public Affairs Committee Charter

*Updated September 12, 2018*

### A. Purpose

The purpose of the Nominating, Governance and Public Affairs Committee (the “**Committee**”) is to:

- recommend to the Board of Directors (the “**Board**”) the persons to be nominated or elected as directors and the persons to be appointed to each committee of the Board;
- develop and recommend to the Board a set of corporate governance guidelines applicable to the Company;
- oversee an annual evaluation of the Board and succession planning for the CEO and other senior executives;
- assist the Board with respect to the review and evaluation of the Company’s management of security (including cybersecurity) and data privacy risks;
- review and evaluate the Company’s management of legal (including with respect to intellectual property), regulatory and geo-political risks; and
- oversee public policy and corporate responsibility matters as they relate to the Company.

### 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. **Independence.** Except as otherwise permitted by any applicable Nasdaq rules, each member of the Committee shall be an “independent director” as defined by such rules.
3. **Chair.** Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.
4. **Compensation.** The compensation of Committee members shall be as determined by the Board.
5. **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 "**Corporate Governance Guidelines**"), the Company's bylaws, and applicable Nasdaq rules.

### Board and Committee Membership

1. Selection of Director Candidates and Nominees. Except where the Company is legally required by contract, bylaw or otherwise to provide third parties with the right to nominate directors, the Committee shall be responsible for (i) identifying individuals qualified to become Board members, and (ii) recommending to the Board the nominees 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. In making such recommendations, the Committee shall consider candidates proposed by stockholders. The Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates.
2. Criteria for Selecting Directors. The Board's criteria for selecting directors are set forth in the Corporate Governance Guidelines. The Committee shall use such criteria to guide its director selection process. The Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.
3. Evaluation of Stockholder Nominees. The Committee shall review the background and qualifications of any director candidate nominated for election pursuant to the proxy access or advance notice provisions of the Company's bylaws as well as the related supporting materials to determine compliance with the requirements of such provisions, and make recommendations to the Board regarding the eligibility and qualifications of the candidate.
4. Director Independence. The Committee shall review and assess the independence of each director in accordance with the Nasdaq rules and the rules of the Securities and Exchange Commission, at least annually, and shall make recommendations to the Board regarding the independence of each director. The Committee shall also review and assess the independence of each candidate for election as a director and shall make recommendations to the Board regarding the independence of any such candidate.
5. Search Firms. The Committee shall have the authority to retain and terminate any search firm to be used to identify director nominees, including authority to approve the search firm's fees and other retention terms. The Committee is empowered, without

further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.

6. Selection of Committee Members. The Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board.

### **Corporate Governance Guidelines**

7. Corporate Governance Guidelines. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of the Corporate Governance Guidelines and recommend any proposed changes to the Board.

### **Evaluation of the Board; Succession Planning**

8. Evaluation of the Board. The Committee shall be responsible for overseeing an annual self-evaluation of the Board to determine whether the Board and its committees are functioning effectively. The 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.
9. Succession Planning. The Committee will (a) 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 CEO and other senior executives, including an emergency succession plan for the CEO, and (b) identify key senior executive roles where a succession plan should be in place and, with respect to such roles, periodically evaluate potential candidates that may succeed to such roles and/or the Company's plans in the event of a vacancy to fill such roles.

### **Risk Oversight**

10. Security and Data Privacy Risks. The Committee shall review and discuss with management the Company's physical and data security (including cybersecurity) risks, including management's plans to mitigate such risks. The Committee shall periodically review the Company's policies and procedures with respect to the Company's facilities, operations, information technology systems, cybersecurity measures and handling of employee and third party data.
11. Legal and Regulatory Risks. The Committee shall be responsible for overseeing the Company's management of legal (including intellectual property) and regulatory risks, including through periodic reviews of the Company's most significant legal and regulatory risks, the periodic review of legislative and regulatory changes that could have a significant impact on the Company and the periodic review of the Company's intellectual property strategies with respect to the creation, management and protection of intellectual property of the Company and the avoidance of the infringement of intellectual property of third parties.

12. Geo-Political Risks. The Committee shall periodically review and discuss with management the Company's exposure to potential domestic and international political developments that could have a significant impact on the Company, and management's plans to mitigate such exposure.

#### **Public Affairs, Corporate Responsibility and Governance**

13. Public Affairs. The Committee shall be responsible for overseeing the Company's public affairs and public policy initiatives, including through periodic reviews of the Company's policies, activities and expenditures with respect to government lobbying and advocacy and political contributions.
14. Corporate Responsibility. The Committee shall periodically review the Company's corporate responsibility initiatives, including in the areas of environmental protection and sustainability, human rights, employee health and safety, diversity, ethical business practices, and philanthropy, to ensure they are consistent with the Company's long-term strategic objectives and good corporate citizenship.
15. Corporate Governance. The Committee shall periodically review the Company's corporate governance structure and practices and, where appropriate, recommend changes to the Board.

#### **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. Subcommittees. The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member) as it deems appropriate from time to time under the circumstances.
3. Reports to the Board. The Committee shall report regularly to the Board.
4. Charter. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board.
5. 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.
6. 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.

7. 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.
8. Annual Self-Evaluation. At least annually, the Committee shall evaluate its own performance.