

COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION

Finance and Strategy Committee Charter

Updated December 8, 2023

A. Purpose

The purpose of the Finance and Strategy Committee (the “**Committee**”) is to assist the Board of Directors (the “**Board**”) with respect to the development of the Company’s major corporate plans, strategies and objectives, including innovation strategies related to emerging technologies, market and industry trends, and the allocation of funds necessary for major expenditures related to the foregoing. This includes oversight of the following:

- capital structure and allocation;
- enterprise resource planning and management;
- growth and scalability of corporate processes and systems;
- the capacity and effectiveness of the Company’s service delivery operations, including the impact of emerging technologies such as generative AI;
- investor relations;
- treasury matters (including hedging strategies).

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.

Strategy

1. The Committee shall review and assist the Board in the oversight of the Company's
 - (i) major corporate plans, strategies and objectives;
 - (ii) response to client, competitor, market and industry trends and disruptions, including the Company's competitive position;
 - (iii) significant investments and expenditures, including investments in mergers and acquisitions of other businesses in order to supplement or expand the scope of the Company's existing operations; and
 - (iv) capital allocation and uses of capital discussed in Section 7(i) below to confirm they are consistent with the plans, strategies and objectives described above.

Operating Review

2. **Enterprise Resource Planning and Management**. The Committee shall periodically review and discuss with management the Company's risks relating to its enterprise resources, including technology resources, availability and alignment of employee skill sets with Company needs, demand-supply management and talent deployment, and management's plans to mitigate such risks.
3. **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.
4. **Service Delivery**. The Committee shall periodically review and evaluate the Company's framework for managing service delivery risks, including contractual, people concentration, global delivery network and client's business outcome risks.
5. **Investor Relations**. The Committee shall periodically review and evaluate investor relations matters in respect of the Company, including management's engagement with stockholders, stockholder ownership positions and views of the Company and analyst views of and estimates with respect to the Company.

Financial Review and Treasury Oversight

6. **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 (including the long-term targeted deployment of capital among reinvestment in the business, dividends, stock repurchases and acquisition opportunities).
7. The Committee shall be responsible for overseeing certain treasury other matters, including:
 - (i) Reviewing whether the Company's uses of available cash are consistent with the Company's strategic plans and objectives;

- (ii) 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
- (iii) 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. Quorum. In the event Committee members are required to recuse themselves from consideration of a matter, a majority of the Committee members who are not subject to recusal shall constitute a quorum for the transaction of business with respect to such matter.
3. 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.
4. Charter. The Committee shall annually review and assess 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. Self-Evaluation. At least annually, the Committee shall evaluate its own performance.