



**Cognizant**  
Passion for building stronger businesses

500 Frank W. Burr Blvd., Suite 50  
Teaneck, NJ 07666

**Memorandum for  
All Employees Of  
Cognizant Technology Solutions Corporation**

**PROHIBITION ON DISCLOSURE OR USE OF INSIDE INFORMATION;  
RESTRICTIONS ON TRANSACTIONS IN COMPANY SECURITIES**

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This memorandum sets forth the policies of Cognizant Technology Solutions Corporation (the "Company") concerning restrictions on purchasing or selling the Class A Common Stock of the Company (the "Class A Common Stock") while in possession of "inside" information and the disclosure of such information and restrictions on transactions in the Class A Common Stock. **All employees of the Company and its subsidiaries and family members who reside in the same households with, or whose investment decisions are managed or influenced by, such employees are subject to the following policies.**

**I. Prohibition on Use or Disclosure of Inside Information**

All employees of the Company and its subsidiaries are advised that the Company has a strict policy prohibiting employees of the Company and its subsidiaries from:

- A. buying or selling, or participating in a decision to buy or sell, the Company's Class A Common Stock while in possession of material non-public information (sometimes called "inside" information); or
- B. disclosing inside information to others (sometimes called "tipping").

This policy is for the protection of the Company, its subsidiaries and their respective employees. It is also designed to assist personnel in complying with applicable requirements of Federal law. Any person who violates the Federal prohibitions on the use of material inside information in securities transactions or the communication of such information to others who use it in securities transactions may suffer severe consequences, including possible civil or criminal liability, injunctions, disgorgement of profits made or losses avoided, penalties up to \$1,000,000 or three times such profits or losses (whichever is greater) and exposure to private law suits.

Information concerning the Company or its subsidiaries is "inside" or "nonpublic" for purposes of this policy if it has not been made generally available to the public for at least two full days. Information would be deemed generally available to the public if it has been included in a filing made by the Company with the Securities and Exchange Commission or disclosed in a press release.

Inside information is "material" if it relates to the Company and its subsidiaries or their respective businesses, financial condition or prospects or the Company's Class A Common Stock and its dissemination would be likely to affect the market price of the Company's Class A Common Stock or if there is a substantial likelihood that a reasonable investor would consider it important in determining whether to buy, sell or hold the Company's Class A Common Stock. Material inside information can also be related to new products and services, customers, sales, etc. Information concerning any of the following will generally be considered material:

- (A) declarations of stock splits, stock dividends and cash dividends;
- (B) earnings information;
- (C) financial forecasts, especially estimates of earnings;
- (D) changes in previously disclosed financial information;
- (E) joint ventures, mergers or acquisitions of other companies and negotiations with respect thereto;
- (F) proposed issuances of new securities or repurchases of Class A Common Stock by the Company;
- (G) significant changes in operations;
- (H) significant increases or decreases in customers;
- (I) extraordinary borrowings;
- (J) the commencement of major litigation or governmental investigations;
- (K) financial liquidity problems; and
- (L) significant changes in management.

When in doubt, information concerning the Company or its subsidiaries should be presumed to be material and not to have been disclosed to the public.

## **II. Restrictions on Transactions in Company Common Stock**

The Company has adopted the following policies with respect to transactions by employees of the Company and its subsidiaries in the Company's Class A Common Stock:

- (A) Employees may not buy or sell the Company's Class A Common Stock within the period from fifteen days prior to the end of each fiscal quarter (i.e., March 31, June 30, September 30 and December 31) until the third day after the quarterly announcement of the earnings of the Company for such quarter.

- (B) Employees may not buy or sell the Company's Class A Common Stock at any time while in possession of material, non-public information.
- (C) Employees should not buy or sell or deal in puts, calls, transferable options or other speculative rights or obligations with respect to equity securities of the Company.

In order to facilitate compliance with the foregoing policies, prior to any purchase or sale of Class A Common Stock, the employee should give notice to Gordon Coburn, of the proposed date of the transaction and the number of shares of Class A Common Stock to be purchased or sold. After effecting such transaction, the employee should give written notice to Gordon Coburn of the number of shares of Class A Common Stock purchased or sold, the transaction date and the purchase or sale price.

### **III. Confidentiality**

The unauthorized disclosure of material information concerning the Company or its subsidiaries may cause serious harm, whether or not such disclosure is for the purpose of facilitating improper trading in the Company's Class A Common Stock. Therefore, employees should not discuss any non-public information concerning the Company or its subsidiaries with anyone outside of the Company. This prohibition applies specifically, but not exclusively, to inquiries about the Company or its subsidiaries which may be made by the financial press, investment analysts or others in the financial community or any stockholder. It is important that all such communications on behalf of the Company or its subsidiaries be made through an appropriately designated officer under carefully controlled circumstances. If you receive any inquiries of this nature, you should decline comment and refer the inquirer to Gordon Coburn, unless you are expressly authorized to the contrary.

### **IV. Conclusion**

Adherence to the policies set forth in this memorandum is essential. Any violation of the Company's policies as set forth in this memorandum will be regarded as a very serious matter and may result in termination of employment.