

## Compliance with SEC Rules



### GOVERNANCE, RISK & COMPLIANCE

Cognizant has earned an impeccable reputation for adhering to high standards of compliance, governance, ethics and values in everything we do. To continue this track record, we want to remind you of your obligations as an associate of a publicly traded company.

The U.S. Securities and Exchange Commission (SEC) has stringent fair disclosure rules (Regulation FD) for U.S. public companies that govern communications with the investment community and others outside of the company. According to these rules, we must ensure that all public disclosure is accurate, timely, and widely disseminated.

As a reminder, to meet compliance standards, **you should not discuss Cognizant, our competitors, or our industry with anyone in the media or in the investment community**, including all investors and securities analysts. Instead, please direct all queries from the investment community to one of these four authorized spokespersons:

Gordon Coburn, President  
Karen McLoughlin, Chief Financial Officer  
David Nelson, Vice President, Investor Relations & Treasurer  
Ramkumar Ramamoorthy, Senior Vice President, Corporate Marketing and Communications

Additionally, **you should not engage in any conversations with the media without first contacting corporate communications**. If you receive any media inquiries, direct them to one of the following:

Ramkumar Ramamoorthy, Senior Vice President, Corporate Marketing and Communications  
Harsh Kabra, Director, Public Relations  
Grazia Valentino-Boschi, Associate Director, Public Relations

As a reminder, all associates are prohibited from disclosing material nonpublic information to others, as stated in our Insider Trading Policy. This includes discussions with friends, family, clients, former classmates and former colleagues. Our Insider Trading Policy states:

Information is considered to be “nonpublic” if it has not been made generally available to the public (included in an SEC filing or disclosed in a press release) for at least two full business days.

Information is considered to be “material” if its disclosure would likely affect the market price of the stock or there is a substantial likelihood that a reasonable investor would consider it important in determining whether to buy, sell or hold the company's stock. Information concerning any of the following is generally considered material:

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- (A) declarations of stock splits, stock dividends and cash dividends;
- (B) revenues and earnings information;
- (C) financial forecasts, especially estimates of earnings;
- (D) changes in previously disclosed financial information;
- (E) significant pending or proposed joint ventures, mergers or acquisitions of other companies and related negotiations;
- (F) proposed issuance of new securities or repurchases of our common stock by Cognizant;
- (G) the commencement of major litigation or governmental investigations, or significant developments in such matters;
- (H) the win or loss of a significant customer or material increases or decreases in volume of work done for a customer; and
- (I) significant changes in management.

Please refer to our Insider Trading Policy for additional examples. To view / download a copy of our Insider Trading Policy, please visit the GRC page on CWorld at: <https://groups.cognizant.com/corporate/CGandRM/default.aspx>

Associates who violate U.S. Federal prohibitions on the use of inside information or the communication of such information to others may be subject to civil or criminal liability, injunctions, disgorgement of profits, civil penalties of up to three times the profits realized or losses avoided and criminal penalties of up to \$5,000,000 and up to 20 years in prison. Such persons are also subject to disciplinary action by Cognizant, including termination of employment.

When in doubt, information concerning Cognizant and its clients should be presumed to be material and not disclosed to the public.

Additionally, while Cognizant encourages us to participate in social media, we should always use proper judgment when conversing or posting content. Remember that because the Internet is a public and permanent place, we must all take care to safeguard our Company's hard-earned assets and reputation. For more information about the proper use of social media, [please see our Social Media Guidelines](https://groups.cognizant.com/corporate/CGandRM/default.aspx) at <https://groups.cognizant.com/corporate/CGandRM/default.aspx>

Thank you,

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Dana L. Gilbert  
Senior Vice President,  
Chief Compliance Officer &  
General Counsel, N.A.  
Cognizant Technology Solutions