

## Translations

- [Chinese Simplified](#)
- [English](#)
- [French Canada](#)
- [French France](#)
- [German \(Germany\)](#)
- [Japanese](#)
- [Portuguese](#)
- [Spanish \(Latin America\)](#)

## Key Definitions

Click on the terms below for definitions:

- [Affiliated Person](#)
- [Material Nonpublic Information](#)
- [Securities](#)
- [Trading Compliance Group](#)
- [Trading Black-Out Exceptions](#)
- [Rule 10b5-1 Trading Plan](#)

## Related Policies and Procedures

- [Special Trading Procedures for Restricted Insiders](#)
- [SEC Rule 10b5-1 Trading Plan Guidelines](#)
- [Insider Trading Microlearning](#)
- [Whistleblower & Non-Retaliation Policy](#)
- [Code of Ethics](#)
- [Cognizant's Ethics & Compliance Helpline](#)
- [Trading Compliance Group - Be.Cognizant page](#)

## Scope

This Policy applies to directors, officers and employees (collectively “**Associates**”) of Cognizant Technology Solutions Corporation (including its direct and indirect subsidiaries, “**Cognizant**” or the “**Company**”) as well as to the [Affiliated Persons](#) of such Associates, and continues to apply to such persons for a period of time after an Associate leaves the Company.

## Guiding Principles

Insider trading on the basis of [Material Nonpublic Information](#) (or tipping such “inside information” to others who trade) undermines public confidence in the securities markets and is prohibited by securities laws in the United States and elsewhere that provide for severe civil and criminal penalties, including imprisonment, for violations. Taking advantage of such inside information to the detriment of the investing public is also against our core principle of integrity.

Through our work at Cognizant, we may from time to time learn of Material Nonpublic Information about Cognizant or another company (such as a current or potential customer, partner or M&A target). We have an obligation to ensure that we and our Affiliated Persons do not trade on or “tip” to others such Material Nonpublic Information. Associates are responsible for complying with, and ensuring their Affiliated Persons comply with, the following:

- Do not trade on the basis of Material Nonpublic Information.* You may not at any time buy, sell or engage in any other transaction (including gifts) involving [Securities](#) of Cognizant at any time you are aware of Material Nonpublic Information about Cognizant. The same prohibition applies to Securities of any other company when you are aware of Material Nonpublic Information about such other company obtained in the course of your work for Cognizant.
- Do not tip Material Nonpublic Information.* Do not at any time disclose, or tip, Material Nonpublic Information to another person or make any recommendations about trading Cognizant or another company's Securities when you are aware of Material Nonpublic Information about Cognizant or such other company. If that person were to then trade, you may be liable even if you do not receive a benefit from the trade.
- Do not trade during quarterly and other trading black-out periods (“Trading Black-Outs”).* To reduce the risk of insider trading and the appearance of potential insider trading, Associates and their Affiliated Persons are prohibited from buying, selling or engaging in any other

transaction (including gifts) involving Cognizant Securities, regardless of whether they are aware of Material Nonpublic Information, during the periods leading up to the Company's quarterly announcements of its financial results (*see Quarterly Trading Black-Outs below*). Further, from time to time, the Legal Department may determine that a Trading Black-Out is also appropriate for some or all Associates and their Affiliated Persons other than during these four quarterly periods. Impacted Associates will be notified as appropriate by the [Trading Compliance Group](#). There are certain limited [Trading Black-Out Exceptions](#).

In addition, you and your Affiliated Persons may not at any time engage in any of the following prohibited transactions involving Cognizant Securities due to such activities posing a heightened risk of insider trading, having the potential to lead to inadvertent violations of insider trading laws or creating an inappropriate conflict of interest:

- (i) short sales;
- (ii) buying or selling Cognizant options (other than options granted pursuant to Cognizant's long-term incentive plans), including puts or calls;
- (iii) buying or selling any derivative Securities of the Company or Securities that provide the economic equivalent of ownership of any of the Company's Securities or an opportunity, direct or indirect, to profit from any change in the value of the Company's Securities;
- (iv) holding Cognizant Securities as collateral in a margin account and/or pledging Cognizant Securities as collateral for a loan; or
- (v) transactions in financial instruments, such as prepaid variable forward contracts, equity swaps, collars, and exchange funds, or otherwise engaging in transactions that hedge or offset, or are designed to hedge or offset, any increase or decrease in the market value of the Company's equity Securities (including with respect to Securities in any [Rule 10b5-1 Trading Plan](#)).

### Quarterly Trading Black-Outs

The Trading Compliance Group will notify Associates of all Trading Black-Outs. Unless otherwise notified, there will be four Trading Black-Outs each year consisting of the periods that start and end as follows:

**Start:** After market close (4:00 pm U.S. Eastern Time) on the last trading day that is at least 15 days before the end of the then-current quarter.

**End:** After market close (4:00 pm U.S. Eastern Time) on the second full trading day following the Company's public announcement of its quarterly or annual earnings.

Typically these dates are as follows:

	<b>Quarterly Trading Black-Out for Earnings Announcement for...</b>			
	<b>Q1</b>	<b>Q2</b>	<b>Q3</b>	<b>Q4/FYE</b>
<b>Start*</b>	March 16	June 15	September 15	December 16
<b>End</b>	early May	early August	early November	early February

\* If this date is on a weekend or holiday where the markets are closed, the start will begin after market close on the last trading day before such date.

## Former Associates

If you leave the Company during a Trading Black-Out, the prohibitions contained in this Policy will continue to apply to you and your Associated Persons until such Trading Black-Out is over. In addition, if you are aware of Material Nonpublic Information about Cognizant when you leave, the prohibitions contained in this Policy continue to apply to you and your Associated Persons until such time as such information is no longer material (i.e., a reasonable investor would no longer consider it important in making a decision to trade) or, if there is a public release of such information (e.g., the Company issues a press release about it), until after market close on the second full trading day following such public release.

## Restricted Insiders

The following persons (collectively, “**Restricted Insiders**”) are subject to the additional restrictions contained in the [Special Trading Procedures for Restricted Insiders](#), including mandatory preclearance of trades:

- (i) board members and “officers” (as defined by Rule 16a-1(f) promulgated under the Securities Exchange Act of 1934, as amended) of Cognizant Technology Solutions Corporation;
- (ii) members of the Company’s executive committee (EC), executive leadership team (ELT) and disclosure committee;
- (iii) certain designated senior members of the legal, investor relations, corporate communications and financial planning departments;
- (iv) certain designated chiefs of staff, executive assistants and others affiliated with the individuals set out in (i) through (iii) above; and
- (v) certain other employees who may be notified from time to time by the Trading Compliance Group that they are Restricted Insiders.

## Policy Administration and Exemptions

This Policy has been adopted by the Board of Directors of Cognizant Technology Solutions Corporation. Any exemption to this Policy may be made by the Board of Directors or the Audit Committee of the Board of Directors in writing on a case-by-case basis.

## Disciplinary Consequences

If you trade on Material Nonpublic Information (or tip such inside information to others who trade), you could be subject to severe civil and criminal penalties, including imprisonment, under securities laws in the United States and elsewhere. Subject to local laws and regulations, a violation of this Policy could also result in disciplinary action, up to and including termination. If you are aware of a violation of this policy, you have an obligation to report it to the Company. As stated in Cognizant’s [Whistleblower and Non-Retaliation Policy](#), Cognizant does not tolerate retaliation against any individual who submits a good faith report of a violation or possible violation of law, the [Core Values and Code of Ethics](#), or other Cognizant policies.

To report a possible violation of this policy, visit Cognizant’s Compliance Helpline (a secure and confidential reporting system) at: [www.cognizant.com/compliance-helpline](http://www.cognizant.com/compliance-helpline).

## Questions

Please contact the Trading Compliance Group at [tradingcompliance@cognizant.com](mailto:tradingcompliance@cognizant.com) with any questions regarding this Policy. Helpful materials and additional contact information are also provided on the [Trading Compliance Page](#) on Be.Cognizant.

## Version History

Revision Date	Description of Change
Sept-22-2010	Policy adopted by the Board of Directors
Mar-3-2012	Named Compliance Officers updated
Jan-10-2014	Titles of listed contacts and authorized communications spokespersons updated
Aug-24-2015	Named contacts for questions on the policy updated
Mar-29-2017	Various technical revisions and updates to named contacts information
Sept-25-2017	Various technical revisions and updates to named contacts information
Sept-16-2019	Simplified and reformatted policy and updates to contacts information

## Policy Control Information

Policy Name: Insider Trading Policy

Department: Legal

Revision Date: Sept-16-2019

Effective Date: Sept-22-2010

Policy Owner: [Harry Demas](#), Deputy General Counsel, Corporate, Securities and M&A