

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-Q

Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended **June 30, 2020**

Transition Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission File Number **0-24429**

Cognizant

COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

| | |
|---|--|
| <p style="text-align: center;">Delaware (State or Other Jurisdiction of Incorporation or Organization)</p> <p style="text-align: center;">Glenpointe Centre West 500 Frank W. Burr Blvd. Teaneck, New Jersey (Address of Principal Executive Offices)</p> | <p style="text-align: center;">13-3728359 (I.R.S. Employer Identification No.)</p> <p style="text-align: center;">07666 (Zip Code)</p> |
| <p>Registrant's telephone number, including area code: (201) 801-0233</p> <p style="text-align: center;">N/A (Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)</p> | |

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|-------------------|---|
| Class A Common Stock, \$0.01 par value per share | CTSH | The Nasdaq Stock Market LLC |

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No:

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No:

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

| | | | |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large Accelerated Filer | <input checked="" type="checkbox"/> | | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| | | Smaller reporting company | <input type="checkbox"/> |
| | | Emerging growth company | <input type="checkbox"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's class of common stock, as of July 24, 2020:

| Class | Number of Shares |
|--|------------------|
| Class A Common Stock, par value \$0.01 per share | 542,240,742 |

COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION
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GLOSSARY

| Defined Term | Definition |
|---------------------------------------|--|
| 10b5-1 Plan | Trading plan adopted pursuant to Rule 10b5-1 of the Exchange Act |
| Adjusted Diluted EPS | Adjusted Diluted Earnings Per Share |
| AI | Artificial Intelligence |
| ASC | Accounting Standards Codification |
| ASR | Accelerated Stock Repurchase |
| Budget | Union Budget of India for 2020-2021 |
| CC | Constant Currency |
| Code Zero | Code Zero, LLC |
| Collaborative Solutions | Collaborative Solutions Holdings, LLC |
| Contino | Contino Holdings, Inc. |
| Court | Madras High Court |
| COVID-19 | The novel coronavirus disease |
| COVID-19 Charges | Costs directly related to the COVID-19 pandemic |
| Credit Agreement | Credit agreement with a commercial bank syndicate dated November 5, 2018 |
| Credit Loss Standard | ASC Topic 326: "Financial Instruments - Credit Losses" |
| CTS India | Our principal operating subsidiary in India |
| DDT | Dividend Distribution Tax |
| Division Bench | Division Bench of the Madras High Court |
| DSO | Days Sales Outstanding |
| EI-Technologies | Entrepreneurs et Investisseurs Technologies SA |
| EPS | Earnings Per Share |
| EU | European Union |
| Exchange Act | Securities Exchange Act of 1934, as amended |
| Executive Transition Costs | Costs associated with our CEO transition and the departure of our President |
| GAAP | Generally Accepted Accounting Principles |
| India Defined Contribution Obligation | Certain statutory defined contribution obligations of employees and employers in India |
| IoT | Internet of Things |
| ITD | Indian Income Tax Department |
| Lev | Levementum LLC |
| LIBOR | London Inter-bank Offered Rate |
| SEC | United States Securities and Exchange Commission |
| SCI | Supreme Court of India |
| SG&A | Selling, general and administrative |
| Term Loan | Unsecured term loan |
| Zenith | Zenith Technologies Limited |

PART I. FINANCIAL INFORMATION

Item 1. Consolidated Financial Statements (Unaudited).

COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Unaudited)
(in millions, except par values)

| | June 30, 2020 | December 31, 2019 |
|--|------------------|----------------------|
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 4,422 | \$ 2,645 |
| Short-term investments | 160 | 779 |
| Trade accounts receivable, net | 3,208 | 3,256 |
| Other current assets | 741 | 931 |
| Total current assets | 8,531 | 7,611 |
| Property and equipment, net | 1,345 | 1,309 |
| Operating lease assets, net | 1,002 | 926 |
| Goodwill | 4,391 | 3,979 |
| Intangible assets, net | 1,026 | 1,041 |
| Deferred income tax assets, net | 669 | 585 |
| Long-term investments | 429 | 17 |
| Other noncurrent assets | 823 | 736 |
| Total assets | \$ 18,216 | \$ 16,204 |
| Liabilities and Stockholders' Equity | | |
| Current liabilities: | | |
| Accounts payable | \$ 359 | \$ 239 |
| Deferred revenue | 319 | 313 |
| Short-term debt | 38 | 38 |
| Operating lease liabilities | 206 | 202 |
| Accrued expenses and other current liabilities | 2,290 | 2,191 |
| Total current liabilities | 3,212 | 2,983 |
| Deferred revenue, noncurrent | 46 | 23 |
| Operating lease liabilities, noncurrent | 802 | 745 |
| Deferred income tax liabilities, net | 28 | 35 |
| Long-term debt | 2,421 | 700 |
| Long-term income taxes payable | 428 | 478 |
| Other noncurrent liabilities | 307 | 218 |
| Total liabilities | 7,244 | 5,182 |
| Commitments and contingencies (See Note 12) | | |
| Stockholders' equity: | | |
| Preferred stock, \$0.10 par value, 15.0 shares authorized, none issued | — | — |
| Class A common stock, \$0.01 par value, 1,000 shares authorized, 542 and 548 shares issued and outstanding as of June 30, 2020 and December 31, 2019, respectively | 5 | 5 |
| Additional paid-in capital | 83 | 33 |
| Retained earnings | 11,072 | 11,022 |
| Accumulated other comprehensive income (loss) | (188) | (38) |
| Total stockholders' equity | 10,972 | 11,022 |
| Total liabilities and stockholders' equity | \$ 18,216 | \$ 16,204 |

The accompanying notes are an integral part of the unaudited consolidated financial statements.

COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(in millions, except per share data)

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--|--------------------------------|----------|------------------------------|----------|
| | 2020 | 2019 | 2020 | 2019 |
| Revenues | \$ 4,000 | \$ 4,141 | \$ 8,225 | \$ 8,251 |
| Operating expenses: | | | | |
| Cost of revenues (exclusive of depreciation and amortization expense shown separately below) | 2,615 | 2,629 | 5,362 | 5,204 |
| Selling, general and administrative expenses | 711 | 719 | 1,422 | 1,590 |
| Restructuring charges | 71 | 49 | 126 | 51 |
| Depreciation and amortization expense | 136 | 125 | 269 | 248 |
| Income from operations | 467 | 619 | 1,046 | 1,158 |
| Other income (expense), net: | | | | |
| Interest income | 37 | 45 | 78 | 93 |
| Interest expense | (9) | (6) | (15) | (13) |
| Foreign currency exchange gains (losses), net | (2) | 16 | (104) | 18 |
| Other, net | 2 | 2 | — | 3 |
| Total other income (expense), net | 28 | 57 | (41) | 101 |
| Income before provision for income taxes | 495 | 676 | 1,005 | 1,259 |
| Provision for income taxes | (134) | (167) | (276) | (309) |
| Income (loss) from equity method investments | — | — | (1) | — |
| Net income | \$ 361 | \$ 509 | \$ 728 | \$ 950 |
| Basic earnings per share | \$ 0.67 | \$ 0.90 | \$ 1.34 | \$ 1.67 |
| Diluted earnings per share | \$ 0.67 | \$ 0.90 | \$ 1.34 | \$ 1.67 |
| Weighted average number of common shares outstanding - Basic | 541 | 564 | 543 | 569 |
| Dilutive effect of shares issuable under stock-based compensation plans | — | — | 1 | 1 |
| Weighted average number of common shares outstanding - Diluted | 541 | 564 | 544 | 570 |

The accompanying notes are an integral part of the unaudited consolidated financial statements.

COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)
(in millions)

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--|--|-------------|--------------------------------------|-------------|
| | 2020 | 2019 | 2020 | 2019 |
| Net income | \$ 361 | \$ 509 | \$ 728 | \$ 950 |
| Other comprehensive income (loss), net of tax: | | | | |
| Foreign currency translation adjustments | 38 | (9) | (97) | (11) |
| Change in unrealized gains and losses on cash flow hedges | 38 | 11 | (53) | 47 |
| Change in unrealized gains and losses on available-for-sale securities | — | 2 | — | 8 |
| Other comprehensive income (loss) | 76 | 4 | (150) | 44 |
| Comprehensive income | \$ 437 | \$ 513 | \$ 578 | \$ 994 |

The accompanying notes are an integral part of the unaudited consolidated financial statements.

COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited)
(in millions)

| | Class A Common Stock | | Additional Paid-in Capital | Retained Earnings | Accumulated Other Comprehensive Income (Loss) | Total |
|---|----------------------|--------|----------------------------------|----------------------|--|-----------|
| | Shares | Amount | | | | |
| Balance, December 31, 2019 | 548 | \$ 5 | \$ 33 | \$ 11,022 | \$ (38) | \$ 11,022 |
| Cumulative effect of changes in accounting principle ⁽¹⁾ | — | — | — | 1 | — | 1 |
| Net income | — | — | — | 367 | — | 367 |
| Other comprehensive income (loss) | — | — | — | — | (226) | (226) |
| Common stock issued, stock-based compensation plans | 2 | — | 40 | — | — | 40 |
| Stock-based compensation expense | — | — | 55 | — | — | 55 |
| Repurchases of common stock | (9) | — | (87) | (439) | — | (526) |
| Dividends declared, \$0.22 per share | — | — | — | (120) | — | (120) |
| Balance, March 31, 2020 | 541 | 5 | 41 | 10,831 | (264) | 10,613 |
| Net income | — | — | — | 361 | — | 361 |
| Other comprehensive income (loss) | — | — | — | — | 76 | 76 |
| Common stock issued, stock-based compensation plans | 2 | — | 36 | — | — | 36 |
| Stock-based compensation expense | — | — | 65 | — | — | 65 |
| Repurchases of common stock | (1) | — | (59) | — | — | (59) |
| Dividends declared, \$0.22 per share | — | — | — | (120) | — | (120) |
| Balance, June 30, 2020 | 542 | 5 | 83 | 11,072 | (188) | 10,972 |

| | Class A Common Stock | | Additional Paid-in Capital | Retained Earnings | Accumulated Other Comprehensive Income (Loss) | Total |
|---|----------------------|--------|----------------------------------|----------------------|--|-----------|
| | Shares | Amount | | | | |
| Balance, December 31, 2018 | 577 | \$ 6 | \$ 47 | \$ 11,485 | \$ (114) | \$ 11,424 |
| Cumulative effect of changes in accounting principle ⁽²⁾ | — | — | — | 2 | — | 2 |
| Net income | — | — | — | 441 | — | 441 |
| Other comprehensive income (loss) | — | — | — | — | 40 | 40 |
| Common stock issued, stock-based compensation plans | 2 | — | 50 | — | — | 50 |
| Stock-based compensation expense | — | — | 66 | — | — | 66 |
| Repurchases of common stock | (10) | — | (99) | (672) | — | (771) |
| Dividends declared, \$0.20 per share | — | — | — | (116) | — | (116) |
| Balance, March 31, 2019 | 569 | 6 | 64 | 11,140 | (74) | 11,136 |
| Net income | — | — | — | 509 | — | 509 |
| Other comprehensive income (loss) | — | — | — | — | 4 | 4 |
| Common stock issued, stock-based compensation plans | 2 | — | 40 | — | — | 40 |
| Stock-based compensation expense | — | — | 54 | — | — | 54 |
| Repurchases of common stock | (19) | — | (120) | (952) | — | (1,072) |
| Dividends declared, \$0.20 per share | — | — | — | (114) | — | (114) |
| Balance, June 30, 2019 | 552 | 6 | 38 | 10,583 | (70) | 10,557 |

(1) Reflects the adoption of the Credit Loss Standard as described in [Note 1](#).

(2) Reflects the adoption of ASC Topic 842 "Leases" on January 1, 2019. Refer to the notes in the consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2019.

The accompanying notes are an integral part of the unaudited consolidated financial statements.

COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(in millions)

| | For the Six Months Ended June 30, | |
|---|--------------------------------------|----------|
| | 2020 | 2019 |
| Cash flows from operating activities: | | |
| Net income | \$ 728 | \$ 950 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 273 | 266 |
| Deferred income taxes | (93) | (180) |
| Stock-based compensation expense | 120 | 120 |
| Other | 187 | (26) |
| Changes in assets and liabilities: | | |
| Trade accounts receivable | 78 | (129) |
| Other current and noncurrent assets | 171 | 51 |
| Accounts payable | 103 | 2 |
| Deferred revenues, current and noncurrent | 19 | (2) |
| Other current and noncurrent liabilities | (110) | (208) |
| Net cash provided by operating activities | 1,476 | 844 |
| Cash flows from investing activities: | | |
| Purchases of property and equipment | (205) | (202) |
| Purchases of available-for-sale investment securities | — | (333) |
| Proceeds from maturity or sale of available-for-sale investment securities | — | 2,107 |
| Purchases of held-to-maturity investment securities | (202) | (406) |
| Proceeds from maturity of held-to-maturity investment securities | 346 | 691 |
| Purchases of other investments | (264) | (310) |
| Proceeds from maturity or sale of other investments | 283 | 308 |
| Payments for business combinations, net of cash acquired | (489) | (232) |
| Net cash (used in) provided by investing activities | (531) | 1,623 |
| Cash flows from financing activities: | | |
| Issuance of common stock under stock-based compensation plans | 76 | 90 |
| Repurchases of common stock | (585) | (1,825) |
| Repayment of Term Loan borrowings and finance lease and earnout obligations | (25) | (9) |
| Borrowings under the revolving credit facility | 1,740 | — |
| Dividends paid | (242) | (232) |
| Net cash provided by (used in) financing activities | 964 | (1,976) |
| Effect of exchange rate changes on cash and cash equivalents | (132) | 8 |
| Increase in cash and cash equivalents | 1,777 | 499 |
| Cash and cash equivalents, beginning of year | 2,645 | 1,161 |
| Cash and cash equivalents, end of period | \$ 4,422 | \$ 1,660 |

The accompanying notes are an integral part of the unaudited consolidated financial statements.

COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1 — Interim Consolidated Financial Statements

The terms “Cognizant,” “we,” “our,” “us” and “the Company” refer to Cognizant Technology Solutions Corporation and its subsidiaries unless the context indicates otherwise. We have prepared the accompanying unaudited consolidated financial statements included herein in accordance with GAAP and the Exchange Act. The accompanying unaudited consolidated financial statements should be read in conjunction with our audited consolidated financial statements (and notes thereto) included in our Annual Report on Form 10-K for the year ended December 31, 2019. In our opinion, all adjustments considered necessary for a fair statement of the accompanying unaudited consolidated financial statements have been included and all adjustments are of a normal and recurring nature. Operating results for the interim periods are not necessarily indicative of results that may be expected to occur for the entire year.

Our unaudited consolidated financial statements presented herein reflect the latest estimates and assumptions made by management that affect the reported amounts of assets and liabilities and related disclosures as of the date of the unaudited consolidated financial statements and reported amounts of revenues and expenses during the reporting periods presented. During the first half of 2020, the global COVID-19 pandemic caused significant loss of life and interruption to the global economy, including the curtailment of activities by businesses and consumers in much of the world as governments and others seek to limit the spread of the disease. The COVID-19 pandemic negatively impacted our results of operations, cash flows and financial position. In addition, the pandemic may affect management's estimates and assumptions of variable consideration in contracts with customers as well as other estimates and assumptions, in particular those that require a projection of our financial results, our cash flows or broader economic conditions, such as the annual effective tax rate, the allowance for doubtful accounts, the recoverability of capitalized deferred charges and the fair values of goodwill, long-lived assets and indefinite-lived intangible assets.

For the quarter ended March 31, 2020, we deemed the COVID-19-related deterioration in general economic conditions sufficient to trigger an interim impairment test of goodwill as of March 31, 2020. Our interim test results as of March 31 indicated that the fair values of all of our reporting units exceed their carrying values and thus, no impairment of goodwill existed as of March 31, 2020. No additional triggers for an interim impairment test have been identified since March 31, 2020.

Due to the size of past acquisitions in our healthcare reporting unit, this reporting unit carries the most significant portion of our goodwill balance and has the least amount of excess fair value over its carrying value.

Recently Adopted Accounting Pronouncements

| Date Issued and Topic | Date Adopted and Method | Description | Impact |
|--|---|---|---|
| June 2016 Financial Instruments- Credit Losses | January 1, 2020 Modified Retrospective | The new standard requires the measurement and recognition of expected credit losses using the current expected credit loss model for financial assets held at amortized cost, which includes the Company’s trade accounts receivable, certain financial instruments and contract assets. It replaces the existing incurred loss impairment model with an expected loss methodology. The recorded credit losses are adjusted each period for changes in expected lifetime credit losses. The standard requires a cumulative effect adjustment to the statement of financial position as of the beginning of the first reporting period in which the guidance is effective. | As a result of the adoption, we recorded an increase to our opening retained earnings and "Trade accounts receivable, net" of \$1 million each. Prior year amounts are not adjusted and continue to be reported in accordance with our historical accounting policies. |

Note 2 — Revenues and Trade Accounts Receivable

Disaggregation of Revenues

The tables below present disaggregated revenues from contracts with clients by client location, service line and contract-type for each of our business segments. We believe this disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cash flows are affected by industry, market and other economic factors. Revenues are attributed to regions based upon client location. Substantially all revenues in our North America region relate to operations in the United States.

We have defined our Financial Services, Healthcare, Products and Resources and Communications, Media and Technology segments as ("FS"), ("HC"), ("P&R"), and ("CMT"), respectively, in our disaggregation of revenues tables.

| | Three Months Ended June 30, 2020 | | | | | Six Months Ended June 30, 2020 | | | | |
|------------------------------------|-------------------------------------|----------|--------|--------|----------|-----------------------------------|----------|----------|----------|----------|
| | FS | HC | P&R | CMT | Total | FS | HC | P&R | CMT | Total |
| (in millions) | | | | | | | | | | |
| Revenues | | | | | | | | | | |
| Geography: | | | | | | | | | | |
| North America | \$ 978 | \$ 999 | \$ 620 | \$ 409 | \$ 3,006 | \$ 1,990 | \$ 2,037 | \$ 1,309 | \$ 860 | \$ 6,196 |
| United Kingdom | 110 | 36 | 89 | 79 | 314 | 230 | 76 | 182 | 163 | 651 |
| Continental Europe | 182 | 102 | 94 | 41 | 419 | 373 | 201 | 203 | 79 | 856 |
| Europe - Total | 292 | 138 | 183 | 120 | 733 | 603 | 277 | 385 | 242 | 1,507 |
| Rest of World | 126 | 20 | 64 | 51 | 261 | 254 | 37 | 127 | 104 | 522 |
| Total | \$ 1,396 | \$ 1,157 | \$ 867 | \$ 580 | \$ 4,000 | \$ 2,847 | \$ 2,351 | \$ 1,821 | \$ 1,206 | \$ 8,225 |
| Service line: | | | | | | | | | | |
| Consulting and technology services | \$ 933 | \$ 666 | \$ 520 | \$ 338 | \$ 2,457 | \$ 1,880 | \$ 1,328 | \$ 1,110 | \$ 686 | \$ 5,004 |
| Outsourcing services | 463 | 491 | 347 | 242 | 1,543 | 967 | 1,023 | 711 | 520 | 3,221 |
| Total | \$ 1,396 | \$ 1,157 | \$ 867 | \$ 580 | \$ 4,000 | \$ 2,847 | \$ 2,351 | \$ 1,821 | \$ 1,206 | \$ 8,225 |
| Type of contract: | | | | | | | | | | |
| Time and materials | \$ 873 | \$ 468 | \$ 363 | \$ 357 | \$ 2,061 | \$ 1,757 | \$ 943 | \$ 772 | \$ 740 | \$ 4,212 |
| Fixed-price | 444 | 417 | 409 | 201 | 1,471 | 927 | 826 | 852 | 420 | 3,025 |
| Transaction or volume-based | 79 | 272 | 95 | 22 | 468 | 163 | 582 | 197 | 46 | 988 |
| Total | \$ 1,396 | \$ 1,157 | \$ 867 | \$ 580 | \$ 4,000 | \$ 2,847 | \$ 2,351 | \$ 1,821 | \$ 1,206 | \$ 8,225 |

We expect the COVID-19 pandemic to continue to impact demand across all our segments throughout the remainder of 2020 and potentially beyond. We expect demand from our retail and consumer goods clients and our travel and hospitality clients in our Products and Resources segment as well as communications and media clients in our Communications, Media and Technology segment to be particularly negatively impacted by the COVID-19 pandemic.

| | Three Months Ended June 30, 2019 | | | | | Six Months Ended June 30, 2019 | | | | |
|------------------------------------|-------------------------------------|----------|--------|--------|----------|-----------------------------------|----------|----------|----------|----------|
| | FS | HC | P&R | CMT | Total | FS | HC | P&R | CMT | Total |
| (in millions) | | | | | | | | | | |
| Revenues | | | | | | | | | | |
| Geography: | | | | | | | | | | |
| North America | \$ 1,035 | \$ 1,006 | \$ 658 | \$ 440 | \$ 3,139 | \$ 2,053 | \$ 2,048 | \$ 1,299 | \$ 862 | \$ 6,262 |
| United Kingdom | 119 | 29 | 97 | 77 | 322 | 248 | 54 | 191 | 158 | 651 |
| Continental Europe | 194 | 80 | 110 | 43 | 427 | 356 | 162 | 225 | 89 | 832 |
| Europe - Total | 313 | 109 | 207 | 120 | 749 | 604 | 216 | 416 | 247 | 1,483 |
| Rest of World | 125 | 19 | 62 | 47 | 253 | 252 | 35 | 126 | 93 | 506 |
| Total | \$ 1,473 | \$ 1,134 | \$ 927 | \$ 607 | \$ 4,141 | \$ 2,909 | \$ 2,299 | \$ 1,841 | \$ 1,202 | \$ 8,251 |
| Service line: | | | | | | | | | | |
| Consulting and technology services | \$ 947 | \$ 613 | \$ 561 | \$ 320 | \$ 2,441 | \$ 1,860 | \$ 1,251 | \$ 1,113 | \$ 626 | \$ 4,850 |
| Outsourcing services | 526 | 521 | 366 | 287 | 1,700 | 1,049 | 1,048 | 728 | 576 | 3,401 |
| Total | \$ 1,473 | \$ 1,134 | \$ 927 | \$ 607 | \$ 4,141 | \$ 2,909 | \$ 2,299 | \$ 1,841 | \$ 1,202 | \$ 8,251 |
| Type of contract: | | | | | | | | | | |
| Time and materials | \$ 920 | \$ 442 | \$ 401 | \$ 379 | \$ 2,142 | \$ 1,839 | \$ 900 | \$ 801 | \$ 754 | \$ 4,294 |
| Fixed-price | 477 | 382 | 424 | 197 | 1,480 | 941 | 782 | 838 | 387 | 2,948 |
| Transaction or volume-based | 76 | 310 | 102 | 31 | 519 | 129 | 617 | 202 | 61 | 1,009 |
| Total | \$ 1,473 | \$ 1,134 | \$ 927 | \$ 607 | \$ 4,141 | \$ 2,909 | \$ 2,299 | \$ 1,841 | \$ 1,202 | \$ 8,251 |

Costs to Fulfill

Costs to fulfill, such as set-up or transition activities, are recorded in "Other noncurrent assets" in our unaudited consolidated statements of financial position and the amortization expense of costs to fulfill is included in "Cost of revenues" in our unaudited consolidated statements of operations. Costs to obtain contracts were immaterial for the period disclosed. The following table presents information related to the capitalized costs to fulfill for the six months ended June 30:

| | (in millions) | |
|----------------------|---------------|--------|
| | 2020 | 2019 |
| Beginning balance | \$ 485 | \$ 400 |
| Amortization expense | (44) | (38) |
| Costs capitalized | 59 | 92 |
| Impairment | (6) | — |
| Ending balance | \$ 494 | \$ 454 |

Contract Balances

A contract asset is a right to consideration that is conditional upon factors other than the passage of time. Contract assets are presented in "Other current assets" in our unaudited consolidated statements of financial position and primarily relate to unbilled amounts on fixed-price contracts utilizing the cost to cost method of revenue recognition. The table below shows significant movements in contract assets for the six months ended June 30:

| | (in millions) | |
|--|---------------|--------|
| | 2020 | 2019 |
| Beginning balance | \$ 334 | \$ 305 |
| Revenues recognized during the period but not billed | 252 | 295 |
| Amounts reclassified to trade accounts receivable | (247) | (250) |
| Ending balance | \$ 339 | \$ 350 |

Our contract liabilities, or deferred revenue, consist of advance payments and billings in excess of revenues recognized. The tables below show significant movements in the deferred revenue balances (current and noncurrent) for the six months ended June 30:

| | 2020 | 2019 |
|--|---------------|---------------|
| | (in millions) | |
| Beginning balance | \$ 336 | \$ 348 |
| Amounts billed but not recognized as revenues | 297 | 203 |
| Revenues recognized related to the opening balance of deferred revenue | (268) | (203) |
| Ending balance | <u>\$ 365</u> | <u>\$ 348</u> |

Revenues recognized during the three and six months ended June 30, 2020 for performance obligations satisfied or partially satisfied in previous periods were immaterial.

Remaining Performance Obligations

As of June 30, 2020, the aggregate amount of transaction price allocated to remaining performance obligations was \$1,690 million of which approximately 70% is expected to be recognized as revenue within 2 years. Disclosure is not required for performance obligations that meet any of the following criteria:

- (1) contracts with a duration of one year or less as determined under ASC Topic 606: "Revenue from Contracts with Customers",
- (2) contracts for which we recognize revenues based on the right to invoice for services performed,
- (3) variable consideration allocated entirely to a wholly unsatisfied performance obligation or to a wholly unsatisfied promise to transfer a distinct good or service that forms part of a single performance obligation in accordance with ASC 606-10-25-14(b), for which the criteria in ASC 606-10-32-40 have been met, or
- (4) variable consideration in the form of a sales-based or usage-based royalty promised in exchange for a license of intellectual property.

Many of our performance obligations meet one or more of these exemptions and therefore are not included in the remaining performance obligation amount disclosed above.

Trade Accounts Receivable and Allowance for Doubtful Accounts

We calculate expected credit losses for our trade accounts receivable based on historical credit loss rates for each aging category as adjusted for the current market conditions and forecasts about future economic conditions. The following table presents the activity in the allowance for doubtful accounts for trade accounts receivable:

| | Allowance for Doubtful Accounts | |
|---|---------------------------------|-----------|
| | (in millions) | |
| Balance - December 31, 2019 | \$ | 67 |
| Impact of adoption of the Credit Loss Standard | | (1) |
| Current-period provision for expected credit losses | | 18 |
| Write-offs charged against the allowance | | (9) |
| Balance - June 30, 2020 | <u>\$</u> | <u>75</u> |

Note 3 — Business Combinations

During the six months ended June 30, 2020, we acquired 100% ownership in the following:

- Code Zero, a provider of consulting and implementation services that strengthens our cloud solutions portfolio and Salesforce Configure-Price-Quote and billing capabilities (acquired on January 31, 2020).
- Lev, a Salesforce Platinum Partner specializing in digital marketing consultancy and implementation of custom cloud solutions that further expands our global Salesforce practice (acquired on March 27, 2020).

- EI-Technologies, a digital technology consulting firm and leading Salesforce specialist that expands our global Salesforce practice (acquired on May 29, 2020).
- Collaborative Solutions, a provider of Workday enterprise cloud applications for finance and human resources that strengthens our portfolio of cloud offerings (acquired on June 10, 2020).

The allocations of preliminary purchase price to the fair value of the aggregate assets acquired and liabilities assumed in the aforementioned acquisitions were as follows:

| | Collaborative Solutions | Other | Total | Weighted Average Useful Life |
|--|----------------------------|---------------|---------------|---------------------------------|
| | (in millions) | | | |
| Cash | \$ 5 | \$ 8 | \$ 13 | |
| Trade accounts receivable | 41 | 22 | 63 | |
| Property and equipment and other assets | 5 | 19 | 24 | |
| Operating lease assets, net | 6 | 12 | 18 | |
| Non-deductible goodwill | 327 | 108 | 435 | |
| Customer relationship intangible assets | 42 | 12 | 54 | 9.2 years |
| Other intangible assets | 8 | 2 | 10 | 6.5 years |
| Current liabilities | (30) | (21) | (51) | |
| Noncurrent liabilities | (4) | (18) | (22) | |
| Purchase price, inclusive of contingent consideration ⁽¹⁾ | <u>\$ 400</u> | <u>\$ 144</u> | <u>\$ 544</u> | |

- (1) The purchase price for Collaborative Solutions includes a contingent consideration component with a maximum payout of \$54 million, valued at \$38 million at the date of acquisition, which is contingent upon achieving certain performance thresholds during the first two calendar years following the date of acquisition.

The allocations are preliminary and will be finalized as soon as practicable within the measurement period, but in no event later than one year following the date of acquisition.

The acquisitions completed during the six months ended June 30, 2020 were not individually or in the aggregate material to our operations or cash flows. Accordingly, pro forma results have not been presented. We have allocated the purchase price related to these transactions to tangible and intangible assets acquired and liabilities assumed, including non-deductible goodwill, based on their estimated fair values. Goodwill from these acquisitions is intended to benefit all of our reportable segments and has been allocated as such. The primary items that generated goodwill are the value of the acquired assembled workforces and synergies between the acquired companies and us, neither of which qualify as an identifiable intangible asset.

Note 4 — Restructuring Charges

In 2017, we began a realignment program with the objective of improving our client focus, our cost structure and the efficiency and effectiveness of our delivery while continuing to drive revenue growth. In 2019, we announced our 2020 Fit for Growth Plan which involves certain measures to simplify our organizational model and optimize our cost structure in order to partially fund the investments required to execute on our strategy and advance our growth agenda as well as our decision to exit certain content-related services that are not in line with our strategic vision for the Company.

The total costs related to our realignment program and our 2020 Fit for Growth Plan are reported in "Restructuring charges" in our unaudited consolidated statements of operations. We do not allocate these charges to individual segments in internal management reports used by the chief operating decision maker. Accordingly, such expenses are included in our segment reporting as "unallocated costs". See [Note 13](#).

Charges related to our realignment program and our 2020 Fit for Growth Plan were as follows:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--|--------------------------------|--------------|------------------------------|--------------|
| | 2020 | 2019 | 2020 | 2019 |
| | (in millions) | | | |
| Realignment program: | | | | |
| Executive Transition Costs | \$ — | \$ 20 | \$ — | \$ 22 |
| Employee separation costs | — | 27 | — | 27 |
| Employee retention costs | 9 | — | 15 | — |
| Professional fees | 3 | 2 | 17 | 2 |
| 2020 Fit for Growth Plan: | | | | |
| Employee separation costs | 39 | — | 65 | — |
| Employee retention costs | 1 | — | 5 | — |
| Facility exit costs and other charges ⁽¹⁾ | 19 | — | 24 | — |
| Total restructuring costs | <u>\$ 71</u> | <u>\$ 49</u> | <u>\$ 126</u> | <u>\$ 51</u> |

(1) Includes \$1 million and \$4 million of accelerated depreciation for the three and six months ended June 30, 2020, respectively.

The 2020 Fit for Growth Plan charges include \$8 million and \$19 million for the three and six months ended June 30, 2020, respectively, of costs incurred related to our exit from certain content-related services.

Changes in our accrued employee separation costs included in "Accrued expenses and other current liabilities" in our consolidated statements of financial position are presented in the table below for the six months ended June 30.

| | 2020 | | 2019 | |
|-----------------------------------|---------------|--------------|------|--|
| | (in millions) | | | |
| Beginning balance | \$ 47 | \$ — | | |
| Employee separation costs accrued | 65 | 27 | | |
| Payments made | (75) | — | | |
| Ending balance | <u>\$ 37</u> | <u>\$ 27</u> | | |

Note 5 — Investments

Our investments were as follows:

| | June 30, 2020 | December 31, 2019 |
|--|---------------|-------------------|
| | (in millions) | |
| Short-term investments: | | |
| Equity investment security | \$ 27 | \$ 26 |
| Held-to-maturity investment securities | 130 | 287 |
| Time deposits ⁽¹⁾ | 3 | 466 |
| Total short-term investments | \$ 160 | \$ 779 |
| Long-term investments: | | |
| Equity and cost method investments | \$ 38 | \$ 17 |
| Time deposits ⁽¹⁾ | 391 | — |
| Total long-term investments | \$ 429 | \$ 17 |

(1) As of June 30, 2020, \$391 million in restricted time deposits were classified as long-term. As of December 31, 2019, \$414 million in restricted time deposits were classified as short-term. See [Note 8](#).

Equity Investment Securities

Our equity investment security is a U.S. dollar denominated investment in an open-ended mutual fund. Realized and unrealized gains and losses were immaterial for the three and six months ended June 30, 2020 and 2019.

Held-to-Maturity Investment Securities

Our held-to-maturity investment securities consist of Indian rupee denominated investments primarily in commercial paper, international corporate bonds and government debt securities. Our investment guidelines are to purchase securities that are investment grade at the time of acquisition. The basis for the measurement of fair value of our held-to-maturity investments is Level 2 in the fair value hierarchy.

The amortized cost, gross unrealized gains and losses and fair value of held-to-maturity investment securities at June 30, 2020 were as follows:

| | Amortized Cost | Unrealized Gains | Unrealized Losses | Fair Value |
|--|-------------------|---------------------|----------------------|---------------|
| | (in millions) | | | |
| Short-term investments, due within one year: | | | | |
| Corporate and other debt securities | \$ 56 | \$ — | \$ — | \$ 56 |
| Commercial paper | 74 | 1 | — | 75 |
| Total short-term held-to-maturity investments | \$ 130 | \$ 1 | \$ — | \$ 131 |

The amortized cost, gross unrealized gains and losses and fair value of held-to-maturity investment securities at December 31, 2019 were as follows:

| | Amortized Cost | Unrealized Gains | Unrealized Losses | Fair Value |
|--|-------------------|---------------------|----------------------|---------------|
| | (in millions) | | | |
| Short-term investments, due within one year: | | | | |
| Corporate and other debt securities | \$ 101 | \$ — | \$ — | \$ 101 |
| Commercial paper | 186 | — | — | 186 |
| Total short-term held-to-maturity investments | \$ 287 | \$ — | \$ — | \$ 287 |

As of June 30, 2020, there were no held-to-maturity investment securities in an unrealized loss position. As of December 31, 2019, commercial paper in the amount of \$70 million and corporate and other debt securities in the amount of \$42 million

were in an unrealized loss position. The total unrealized loss was less than \$1 million and none of the securities had been in an unrealized loss position for longer than 12 months.

We monitor the credit ratings of the securities in our portfolio on an ongoing basis and evaluate the need for an allowance for expected credit losses. The securities in our portfolio are highly rated and short-term in nature. Historically, we have not had any impairment losses on our portfolio. As of June 30, 2020, our corporate and other debt securities were rated AAA and our commercial paper were rated A-1+ by CRISIL, an Indian subsidiary of S&P Global.

During the six months ended June 30, 2020 and the year ended December 31, 2019, there were no transfers of investments between our available-for-sale and held-to-maturity investment portfolios.

Equity and Cost Method Investments

During 2020, we acquired a \$26 million equity method investment in the technology sector. As of June 30, 2020 and December 31, 2019, we had equity method investments of \$34 million and \$9 million, respectively and cost method investments of \$4 million and \$8 million, respectively.

Note 6 — Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities were as follows:

| | June 30, 2020 | December 31, 2019 |
|--|-----------------|-------------------|
| | (in millions) | |
| Compensation and benefits | \$ 1,117 | \$ 1,239 |
| Customer volume and other incentives | 302 | 251 |
| Derivative financial instruments | 24 | 8 |
| Income taxes | 330 | 152 |
| Professional fees | 139 | 137 |
| Travel and entertainment | 20 | 24 |
| Other | 358 | 380 |
| Total accrued expenses and other current liabilities | <u>\$ 2,290</u> | <u>\$ 2,191</u> |

Note 7 — Debt

In 2018, we entered into a Credit Agreement providing for a \$750 million Term Loan and a \$1,750 million unsecured revolving credit facility. During the first quarter of 2020, we borrowed \$1,740 million against our revolving credit facility. Both our Term Loan and the borrowing under our revolving credit facility mature in November 2023.

The Credit Agreement requires interest to be paid, at our option, at either the ABR or the Eurocurrency Rate (each as defined in the Credit Agreement), plus, in each case, an Applicable Margin (as defined in the Credit Agreement). Initially, the Applicable Margin is 0.875% with respect to Eurocurrency Rate loans and 0.00% with respect to ABR loans. Subsequently, the Applicable Margin with respect to Eurocurrency Rate loans may range from 0.75% to 1.125%, depending on our public debt ratings (or, if we have not received public debt ratings, from 0.875% to 1.125%, depending on our Leverage Ratio, which is the ratio of indebtedness for borrowed money to Consolidated EBITDA, as defined in the Credit Agreement). Our Credit Agreement also provides a mechanism for determining an alternative rate of interest to the Eurocurrency rate after LIBOR is no longer available. The outstanding balance under our revolving credit facility as of June 30, 2020 is a Eurocurrency Rate loan with an Interest Period (as defined in the Credit Agreement) of one month.

We are required under the Credit Agreement to make scheduled quarterly principal payments on the Term Loan. The Credit Agreement contains customary affirmative and negative covenants as well as a financial covenant. We were in compliance with all debt covenants and representations as of June 30, 2020.

In February 2020, our India subsidiary renewed its 13 billion Indian rupee (\$172 million at the June 30, 2020 exchange rate) working capital facility, which requires us to repay any balances within 90 days from the date of disbursement. There is a 1.0% prepayment penalty applicable to payments made prior to 30 days after disbursement. This working capital facility contains affirmative and negative covenants and may be renewed annually in February.

Short-term Debt

As of both June 30, 2020 and December 31, 2019, we had \$38 million of short-term debt related to current maturities of our Term Loan.

Long-term Debt

The following summarizes our long-term debt balances as of:

| | June 30, 2020 | December 31, 2019 |
|---|-----------------|-------------------|
| | (in millions) | |
| Notes outstanding under revolving credit facility | \$ 1,740 | \$ — |
| Term Loan | 722 | 741 |
| Less: | | |
| Current maturities - Term Loan | (38) | (38) |
| Deferred financing costs | (3) | (3) |
| Long-term debt, net of current maturities | <u>\$ 2,421</u> | <u>\$ 700</u> |

The carrying value of our debt approximated its fair value as of June 30, 2020 and December 31, 2019.

Note 8 — Income Taxes

Our effective income tax rates were as follows:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---------------------------|--------------------------------|--------|------------------------------|--------|
| | 2020 | 2019 | 2020 | 2019 |
| Effective income tax rate | 27.1 % | 24.7 % | 27.5 % | 24.5 % |

The effective tax rate for the three and six months ended June 30, 2020 increased primarily due to the depreciation of the Indian rupee against the U.S. dollar, which resulted in non-deductible foreign currency exchange losses on our unaudited consolidated statement of operations.

In March 2020, the Indian parliament enacted the Budget, which contains a number of provisions related to income tax, including a replacement of the DDT, previously due from the dividend payer, with a tax payable by the shareholder receiving the dividend. This provision reduces the tax rate applicable to us for cash repatriated from India. During the first quarter of 2020, we limited our indefinite reinvestment assertion to India earnings accumulated in prior years.

On July 20, 2020, the U.S. Treasury Department and the Internal Revenue Service released final regulations related to the global intangible low-taxed income, or GILTI, high-tax exclusion. We are evaluating the potential impact of these regulations. While we do not anticipate a material impact on our overall income tax provision, the regulations may reduce our income taxes payable in 2020.

We are involved in an ongoing dispute with the ITD in connection with a previously disclosed 2016 share repurchase transaction undertaken by CTS India to repurchase shares from its shareholders (non-Indian Cognizant entities) valued at \$2.8 billion. As a result of that transaction, which was undertaken pursuant to a plan approved by the Court in Chennai, India, we previously paid \$135 million in Indian income taxes - an amount we believe includes all the applicable taxes owed for this transaction under Indian law. In March 2018, we received a communication from the ITD asserting that the ITD is owed an additional 33 billion Indian rupees (\$437 million at the June 30, 2020 exchange rate) on the 2016 transaction. Immediately thereafter, the ITD placed an attachment on certain of our India bank accounts. In addition to the dispute on the 2016 transaction, we are also involved in another ongoing dispute with the ITD relating to a 2013 transaction undertaken by CTS India to repurchase shares from its shareholders valued at \$523 million (the two disputes are collectively referred to as the "ITD Dispute").

In April 2018, the Court admitted our writ petition for a stay of the actions of the ITD and lifted the ITD's attachment on our bank accounts. As part of the interim stay order, we deposited 5 billion Indian rupees (\$66 million at the June 30, 2020 exchange rate and \$70 million at the December 31, 2019 exchange rate) representing 15% of the disputed tax amount related to the 2016 transaction, with the ITD. In addition, the Court also placed a lien on certain time deposits of CTS India in the amount of 28 billion Indian rupees (\$371 million at the June 30, 2020 exchange rate and \$393 million at the December 31, 2019 exchange rate), which is the remainder of the disputed tax amount related to the 2016 transaction. In June 2019, the Court dismissed our previously admitted writ petitions on the ITD Dispute, holding that the Company must exhaust other remedies, such as pursuing the matter before other appellate bodies, for resolution of the ITD Dispute prior to intervention by the Court. The Court did not issue a ruling on the substantive issue of whether we owe additional tax as a result of either the 2016 or the 2013 transaction. In July 2019, we appealed the Court's orders before the Division Bench. In September 2019, the Division Bench partly allowed the Company's appeal with respect to the 2016 transaction, but did not issue a ruling on the substantive issue of the tax implications of the transactions. In October 2019, we filed a Special Leave Petition before the SCI with respect to the 2016 transaction.

In March 2020, the SCI referred the case based on the 2016 transaction back to the ITD with directions to carry out the assessment following the due process of law. Further, until the conclusion of the assessment, the SCI maintained in place the lien on our 28 billion Indian rupees time deposit and did not order the release of the 5 billion Indian rupees deposit held by the ITD. In April 2020, we received an assessment from the ITD, which is consistent with its previous assertions regarding our 2016 transaction. In June 2020 we filed an appeal against this assessment. The ruling of the SCI and the ITD's assessment created additional uncertainty as to the timing of the resolution of this case and, as a result, in the first quarter of 2020 we reclassified the deposits under lien, which are considered restricted assets, and the deposit with the ITD to noncurrent assets. As of June 30, 2020 and December 31, 2019, the balance of deposits under lien was \$391 million presented in "Long-term investments" and \$414 million presented in "Short-term investments", respectively, including a portion of the interest previously earned. As of June 30, 2020 and December 31, 2019, the deposit with the ITD was \$66 million presented in "Other noncurrent assets" and \$70 million presented in "Other current assets", respectively.

We believe we have paid all applicable taxes owed on both the 2016 and the 2013 transactions. Accordingly, we have not recorded any reserves for these matters as of June 30, 2020.

Note 9 — Derivative Financial Instruments

In the normal course of business, we use foreign exchange forward and option contracts to manage foreign currency exchange rate risk. Derivatives may give rise to credit risk from the possible non-performance by counterparties. Credit risk is limited to the fair value of those contracts that are favorable to us. We have limited our credit risk by limiting the amount of credit exposure with any one financial institution and conducting ongoing evaluation of the creditworthiness of the financial institutions with which we do business. In addition, all the assets and liabilities related to our foreign exchange derivative contracts set forth in the below table are subject to master netting arrangements, such as the International Swaps and Derivatives Association, with each individual counterparty. These master netting arrangements generally provide for net settlement of all outstanding contracts with the counterparty in the case of an event of default or a termination event. We have presented all the assets and liabilities related to our foreign exchange derivative contracts, as applicable, on a gross basis, with no offsets, in our unaudited consolidated statements of financial position. There is no financial collateral (including cash collateral) posted or received by us related to our foreign exchange derivative contracts.

The following table provides information on the location and fair values of derivative financial instruments included in our unaudited consolidated statements of financial position as of:

| Designation of Derivatives | Location on Statements of Financial Position | June 30, 2020 | | December 31, 2019 | |
|---|--|---------------|-------------|-------------------|--------------|
| | | Assets | Liabilities | Assets | Liabilities |
| (in millions) | | | | | |
| Foreign exchange forward and option contracts – Designated as cash flow hedging instruments | Other current assets | \$ 8 | \$ — | \$ 32 | \$ — |
| | Other noncurrent assets | 4 | — | 8 | — |
| | Accrued expenses and other current liabilities | — | 21 | — | 7 |
| | Other noncurrent liabilities | — | 17 | — | 2 |
| | Total | 12 | 38 | 40 | 9 |
| Foreign exchange forward contracts – Not designated as hedging instruments | Other current assets | 1 | — | 3 | — |
| | Accrued expenses and other current liabilities | — | 3 | — | 1 |
| | Total | 1 | 3 | 3 | 1 |
| Total | | \$ 13 | 41 | \$ 43 | \$ 10 |

Cash Flow Hedges

We have entered into a series of foreign exchange derivative contracts that are designated as cash flow hedges of Indian rupee denominated payments in India. These contracts are intended to partially offset the impact of movement of the Indian rupee against the U.S. dollar on future operating costs and are scheduled to mature each month during the remainder of 2020, 2021 and the first half of 2022. The changes in fair value of these contracts are initially reported in "Accumulated other comprehensive income (loss)" in our unaudited consolidated statements of financial position and are subsequently reclassified to earnings within the captions "Cost of revenues" and "Selling, general and administrative expenses" in our unaudited consolidated statements of operations in the same period that the forecasted Indian rupee denominated payments are recorded in earnings. As of June 30, 2020, we estimate that \$17 million, net of tax, of net losses related to derivatives designated as cash flow hedges reported in "Accumulated other comprehensive income (loss)" in our unaudited consolidated statements of financial position is expected to be reclassified into earnings within the next 12 months.

The notional value of our outstanding contracts by year of maturity and the net unrealized gains and losses included in the caption "Accumulated other comprehensive income (loss)" in our unaudited consolidated statements of financial position, for our cash flow hedges, were as follows:

| | June 30, | December 31, 2019 |
|---|----------|-------------------|
| | 2020 | |
| (in millions) | | |
| 2020 | \$ 773 | \$ 1,505 |
| 2021 | 1,158 | 883 |
| 2022 | 317 | — |
| Total notional value of contracts outstanding ⁽¹⁾ | \$ 2,248 | \$ 2,388 |
| Net unrealized (losses) gains included in accumulated other comprehensive income (loss), net of taxes | \$ (27) | \$ 26 |

(1) Includes \$75 million notional value of option contracts as of June 30, 2020, with the remaining notional value related to forward contracts.

The following table provides information on the location and amounts of pre-tax gains and losses on our cash flow hedges for the three months ended June 30:

| | Change in Derivative Gains Recognized in Accumulated Other Comprehensive Income (Loss) (effective portion) | | Location of Net (Losses) Gains Reclassified from Accumulated Other Comprehensive Income (Loss) into Income (effective portion) | Net (Losses) Gains Reclassified from Accumulated Other Comprehensive Income (Loss) into Income (effective portion) | |
|---|--|-------|--|--|------|
| | 2020 | 2019 | | 2020 | 2019 |
| | (in millions) | | | | |
| Foreign exchange forward and option contracts – Designated as cash flow hedging instruments | \$ 35 | \$ 19 | Cost of revenues | \$ (9) | \$ 3 |
| | | | SG&A expenses | (2) | 1 |
| | | | Total | \$ (11) | \$ 4 |

The following table provides information on the location and amounts of pre-tax gains and losses on our cash flow hedges for the six months ended June 30:

| | Change in Derivative (Losses) Gains Recognized in Accumulated Other Comprehensive Income (Loss) (effective portion) | | Location of Net (Losses) Reclassified from Accumulated Other Comprehensive Income (Loss) into Income (effective portion) | Net (Losses) Reclassified from Accumulated Other Comprehensive Income (Loss) into Income (effective portion) | |
|---|---|-------|--|--|------|
| | 2020 | 2019 | | 2020 | 2019 |
| | (in millions) | | | | |
| Foreign exchange forward and option contracts – Designated as cash flow hedging instruments | \$ (78) | \$ 58 | Cost of revenues | \$ (12) | \$ — |
| | | | SG&A expenses | (2) | — |
| | | | Total | \$ (14) | \$ — |

The activity related to the change in net unrealized gains and losses on our cash flow hedges included in "Accumulated other comprehensive income (loss)" in our unaudited consolidated statements of stockholders equity is presented in [Note 11](#).

Other Derivatives

We use foreign exchange forward contracts to provide an economic hedge against balance sheet exposures to certain monetary assets and liabilities denominated in currencies other than the functional currency of our foreign subsidiaries, primarily the Indian rupee, Euro and British pound. We entered into foreign exchange forward contracts that are scheduled to mature in 2020. Realized gains or losses and changes in the estimated fair value of these derivative financial instruments are recorded in the caption "Foreign currency exchange gains (losses), net" in our consolidated statements of operations.

Additional information related to our outstanding foreign exchange forward contracts not designated as hedging instruments was as follows:

| | June 30, 2020 | | December 31, 2019 | |
|-----------------------|---------------|------------|-------------------|------------|
| | Notional | Fair Value | Notional | Fair Value |
| | (in millions) | | | |
| Contracts outstanding | \$ 1,156 | \$ (2) | \$ 702 | \$ 2 |

The following table provides information on the location and amounts of realized and unrealized pre-tax gains and losses on our other derivative financial instruments for the three and six months ended June 30:

| | <u>Location of Net (Losses) Gains on Derivative Instruments</u> | <u>Amount of Net (Losses) Gains on Derivative Instruments</u> | | | |
|--|---|---|-------------|--------------------------------------|-------------|
| | | <u>Three Months Ended June 30,</u> | | <u>Six Months Ended June 30,</u> | |
| | | <u>2020</u> | <u>2019</u> | <u>2020</u> | <u>2019</u> |
| | | (in millions) | | | |
| Foreign exchange forward contracts – Not designated as hedging instruments | Foreign currency exchange (losses) gains, net | \$ (3) | \$ (4) | \$ 3 | \$ (5) |

The related cash flow impacts of all of our derivative activities are reflected as cash flows from operating activities.

Note 10 — Fair Value Measurements

We measure our cash equivalents, certain investments, contingent consideration liabilities and foreign exchange forward and option contracts at fair value. The authoritative guidance defines fair value as the exit price, or the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. The authoritative guidance also establishes a fair value hierarchy that is intended to increase consistency and comparability in fair value measurements and related disclosures. The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable. Observable inputs reflect assumptions market participants would use in pricing an asset or liability based on market data obtained from independent sources while unobservable inputs reflect a reporting entity's pricing based upon their own market assumptions.

The fair value hierarchy consists of the following three levels:

- Level 1 – Inputs are quoted prices in active markets for identical assets or liabilities.
- Level 2 – Inputs are quoted prices for similar assets or liabilities in an active market, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable and market-corroborated inputs which are derived principally from or corroborated by observable market data.
- Level 3 – Inputs are derived from valuation techniques in which one or more significant inputs or value drivers are unobservable.

The following table summarizes our financial assets and (liabilities) measured at fair value on a recurring basis as of June 30, 2020:

| | Level 1 | Level 2 | Level 3 | Total |
|--|---------------|---------|---------|----------|
| | (in millions) | | | |
| Cash equivalents: | | | | |
| Money market funds | \$ 2,066 | \$ — | \$ — | \$ 2,066 |
| Time deposits | — | 1,216 | — | 1,216 |
| Short-term investments: | | | | |
| Time deposits | — | 3 | — | 3 |
| Equity investment security | 27 | — | — | 27 |
| Other current assets: | | | | |
| Foreign exchange forward contracts | — | 9 | — | 9 |
| Long-term investments: | | | | |
| Time deposits ⁽¹⁾ | — | 391 | — | 391 |
| Other noncurrent assets | | | | |
| Foreign exchange forward and option contracts | — | 4 | — | 4 |
| Accrued expenses and other current liabilities: | | | | |
| Foreign exchange forward contracts | — | (24) | — | (24) |
| Contingent consideration liabilities | — | — | (13) | (13) |
| Other noncurrent liabilities: | | | | |
| Foreign exchange forward contracts | — | (17) | — | (17) |
| Contingent consideration liabilities | — | — | (41) | (41) |

(1) Balance represents restricted time deposits. See [Note 8](#).

The following table summarizes our financial assets and (liabilities) measured at fair value on a recurring basis as of December 31, 2019:

| | Level 1 | Level 2 | Level 3 | Total |
|--|---------------|---------|---------|----------|
| | (in millions) | | | |
| Cash equivalents: | | | | |
| Money market funds | \$ 1,646 | \$ — | \$ — | \$ 1,646 |
| Short-term investments: | | | | |
| Time deposits ⁽¹⁾ | — | 466 | — | 466 |
| Equity investment security | 26 | — | — | 26 |
| Other current assets: | | | | |
| Foreign exchange forward contracts | — | 35 | — | 35 |
| Other noncurrent assets: | | | | |
| Foreign exchange forward contracts | — | 8 | — | 8 |
| Accrued expenses and other current liabilities: | | | | |
| Foreign exchange forward contracts | — | (8) | — | (8) |
| Contingent consideration liabilities | — | — | (8) | (8) |
| Other noncurrent liabilities: | | | | |
| Foreign exchange forward contracts | — | (2) | — | (2) |
| Contingent consideration liabilities | — | — | (30) | (30) |

(1) Includes \$414 million in restricted time deposits. See [Note 8](#).

We measure the fair value of money market funds based on quoted prices in active markets for identical assets and measure the fair value of our equity security based on the published daily net asset value at which investors can freely subscribe

to or redeem from the fund. The carrying value of our time deposits approximated fair value as of June 30, 2020 and December 31, 2019.

We estimate the fair value of each foreign exchange forward contract by using a present value of expected cash flows model. This model calculates the difference between the current market forward price and the contracted forward price for each foreign exchange contract and applies the difference in the rates to each outstanding contract. The market forward rates include a discount and credit risk factor. We estimate the fair value of each foreign exchange option contract by using a variant of the Black-Scholes model. This model uses present value techniques and reflects the time value and intrinsic value based on observable market rates.

We estimate the fair value of contingent consideration liabilities associated with our acquisitions utilizing one or more significant inputs that are unobservable. We calculate the fair value of such liabilities based on the probability-weighted expected performance of the acquired entity against the target performance metric, discounted to present value when appropriate.

Note 11 — Accumulated Other Comprehensive Income (Loss)

Changes in accumulated other comprehensive income (loss) by component were as follows for the three and six months ended June 30, 2020:

| | Three Months | | | Six Months | | |
|---|-------------------|--------------|-------------------|-------------------|--------------|-------------------|
| | Before Tax Amount | Tax Effect | Net of Tax Amount | Before Tax Amount | Tax Effect | Net of Tax Amount |
| (in millions) | | | | | | |
| Foreign currency translation adjustments: | | | | | | |
| Beginning balance | \$ (202) | \$ 3 | \$ (199) | \$ (63) | \$ (1) | \$ (64) |
| Change in foreign currency translation adjustments | 37 | 1 | 38 | (102) | 5 | (97) |
| Ending balance | <u>\$ (165)</u> | <u>\$ 4</u> | <u>\$ (161)</u> | <u>\$ (165)</u> | <u>\$ 4</u> | <u>\$ (161)</u> |
| Unrealized (losses) gains on cash flow hedges: | | | | | | |
| Beginning balance | \$ (79) | \$ 14 | \$ (65) | \$ 31 | \$ (5) | \$ 26 |
| Unrealized gains (losses) arising during the period | 35 | (6) | 29 | (78) | 13 | (65) |
| Reclassifications of net losses to: | | | | | | |
| Cost of revenues | 9 | (2) | 7 | 12 | (2) | 10 |
| SG&A expenses | 2 | — | 2 | 2 | — | 2 |
| Net change | <u>46</u> | <u>(8)</u> | <u>38</u> | <u>(64)</u> | <u>11</u> | <u>(53)</u> |
| Ending balance | <u>\$ (33)</u> | <u>\$ 6</u> | <u>\$ (27)</u> | <u>\$ (33)</u> | <u>\$ 6</u> | <u>\$ (27)</u> |
| Accumulated other comprehensive income (loss): | | | | | | |
| Beginning balance | \$ (281) | \$ 17 | \$ (264) | \$ (32) | \$ (6) | \$ (38) |
| Other comprehensive income (loss) | 83 | (7) | 76 | (166) | 16 | (150) |
| Ending balance | <u>\$ (198)</u> | <u>\$ 10</u> | <u>\$ (188)</u> | <u>\$ (198)</u> | <u>\$ 10</u> | <u>\$ (188)</u> |

Changes in accumulated other comprehensive income (loss) by component were as follows for the three and six months ended June 30, 2019:

| | Three Months | | | Six Months | | |
|--|-------------------|------------|-------------------|-------------------|------------|-------------------|
| | Before Tax Amount | Tax Effect | Net of Tax Amount | Before Tax Amount | Tax Effect | Net of Tax Amount |
| (in millions) | | | | | | |
| Foreign currency translation adjustments: | | | | | | |
| Beginning balance | \$ (111) | \$ 6 | \$ (105) | \$ (108) | \$ 5 | \$ (103) |
| Change in foreign currency translation adjustments | (6) | (3) | (9) | (9) | (2) | (11) |
| Ending balance | \$ (117) | \$ 3 | \$ (114) | \$ (117) | \$ 3 | \$ (114) |
| Unrealized (losses) on available-for-sale investment securities: | | | | | | |
| Beginning balance | \$ (3) | \$ 1 | \$ (2) | \$ (12) | \$ 4 | \$ (8) |
| Net unrealized gains arising during the period | 4 | (1) | 3 | 13 | (4) | 9 |
| Reclassification of net gains to Other, net | (1) | — | (1) | (1) | — | (1) |
| Net change | 3 | (1) | 2 | 12 | (4) | 8 |
| Ending balance | \$ — | \$ — | \$ — | \$ — | \$ — | \$ — |
| Unrealized gains (losses) on cash flow hedges: | | | | | | |
| Beginning balance | \$ 39 | \$ (6) | \$ 33 | \$ (4) | \$ 1 | \$ (3) |
| Unrealized gains arising during the period | 19 | (4) | 15 | 58 | (11) | 47 |
| Reclassifications of net losses to: | | | | | | |
| Cost of revenues | (3) | — | (3) | — | — | — |
| SG&A expenses | (1) | — | (1) | — | — | — |
| Net change | 15 | (4) | 11 | 58 | (11) | 47 |
| Ending balance | \$ 54 | \$ (10) | \$ 44 | \$ 54 | \$ (10) | \$ 44 |
| Accumulated other comprehensive income (loss): | | | | | | |
| Beginning balance | \$ (75) | \$ 1 | \$ (74) | \$ (124) | \$ 10 | \$ (114) |
| Other comprehensive income (loss) | 12 | (8) | 4 | 61 | (17) | 44 |
| Ending balance | \$ (63) | \$ (7) | \$ (70) | \$ (63) | \$ (7) | \$ (70) |

Note 12— Commitments and Contingencies

We are involved in various claims and legal proceedings arising in the ordinary course of business. We accrue a liability when a loss is considered probable and the amount can be reasonably estimated. When a material loss contingency is reasonably possible but not probable, we do not record a liability, but instead disclose the nature and the amount of the claim, and an estimate of the loss or range of loss, if such an estimate can be made. Legal fees are expensed as incurred. While we do not expect that the ultimate resolution of any existing claims and proceedings (other than the specific matters described below, if decided adversely), individually or in the aggregate, will have a material adverse effect on our financial position, an unfavorable outcome in some or all of these proceedings could have a material adverse impact on results of operations or cash flows for a particular period. This assessment is based on our current understanding of relevant facts and circumstances. As such, our view of these matters is subject to inherent uncertainties and may change in the future.

On April 20, 2020, we announced a security incident involving a Maze ransomware attack. Based on numerous remediation steps that have been undertaken and our continued monitoring of our environment, we believe we have contained the attack and eradicated remnants of the attacker activity from our environment. Based on our investigation, we believe the attack principally impacted certain of our systems and data. The attack resulted in unauthorized access to certain data and caused significant disruption to our business. This included the disabling of some of our systems and disruption caused by our taking certain other internal systems and networks offline as a precautionary measure. The attack compounded the challenges we faced in enabling work-from-home arrangements during the COVID-19 pandemic and resulted in setbacks and delays to

such efforts. The impact to clients and their responses to the security incident varied. Some clients experienced no disruption. As to other clients, we experienced service disruptions due to our reliance on certain of the impacted systems and networks to perform work for clients and the impact to our systems and networks supporting work-from-home capabilities. The systems that comprise the technology platforms that support our business process-as-a-service solutions were not impacted. Most clients maintained connectivity with our network, allowing us to continue to provide service, but some clients opted to suspend our access to their networks as a security precaution. In this circumstance, we are unable to continue providing services via client networks until access is restored. We engaged leading outside forensics and cybersecurity experts, launched a comprehensive containment and remediation effort and forensic investigation, restored the security of our internal systems and networks and are adopting various enhancements to the security of our systems and networks. We also notified and are coordinating with law enforcement.

The lost revenue and containment, investigation, remediation, legal and other costs may exceed our insurance policy limits or may not be covered by insurance at all. Further, we may be subject to regulatory enforcement actions and litigation that could result in financial judgments or the payment of settlement amounts, and disputes with insurance carriers concerning coverage.

On February 28, 2019, a ruling of the Supreme Court of India interpreting the India Defined Contribution Obligation altered historical understandings of the obligation, extending it to cover additional portions of the employee's income. As a result, the ongoing contributions of our affected employees and the Company were required to be increased. In the first quarter of 2019, we accrued \$117 million with respect to prior periods, assuming retroactive application of the Supreme Court's ruling, in "Selling, general and administrative expenses" in our unaudited consolidated statement of operations. There is significant uncertainty as to how the liability should be calculated as it is impacted by multiple variables, including the period of assessment, the application with respect to certain current and former employees and whether interest and penalties may be assessed. Since the ruling, a variety of trade associations and industry groups have advocated to the Indian government, highlighting the harm to the information technology sector, other industries and job growth in India that would result from a retroactive application of the ruling. It is possible the Indian government will review the matter and there is a substantial question as to whether the Indian government will apply the Supreme Court's ruling on a retroactive basis. As such, the ultimate amount of our obligation may be materially different from the amount accrued.

On October 5, 2016, October 27, 2016 and November 18, 2016, three putative securities class action complaints were filed in the United States District Court for the District of New Jersey, naming us and certain of our current and former officers as defendants. These complaints were consolidated into a single action and on April 7, 2017, the lead plaintiffs filed a consolidated amended complaint on behalf of a putative class of persons and entities who purchased our common stock during the period between February 27, 2015 and September 29, 2016, naming us and certain of our current and former officers as defendants and alleging violations of the Exchange Act, based on allegedly false or misleading statements related to potential violations of the Foreign Corrupt Practices Act, our business, prospects and operations, and the effectiveness of our internal controls over financial reporting and our disclosure controls and procedures. The lead plaintiffs seek an award of compensatory damages, among other relief, and their reasonable costs and expenses, including attorneys' fees. Defendants filed a motion to dismiss the consolidated amended complaint on June 6, 2017. On August 8, 2018, the United States District Court for the District of New Jersey issued an order which granted the motion to dismiss in part, including dismissal of all claims against current officers of the Company, and denied them in part. On September 7, 2018, we filed a motion in the United States District Court for the District of New Jersey to certify the August 8, 2018 order for immediate appeal to the United States Court of Appeals for the Third Circuit pursuant to 28 U.S.C. § 1292(b). On October 18, 2018, the District Court issued an order granting our motion, and staying the action pending the outcome of our appeal petition to the Third Circuit. On October 29, 2018, we filed a petition for permission to appeal with the United States Court of Appeals for the Third Circuit. On March 6, 2019, the Third Circuit denied our petition without prejudice. In an order dated March 19, 2019, the District Court directed the lead plaintiffs to provide the defendants with a proposed amended complaint. On April 26, 2019, lead plaintiffs filed their second amended complaint. We filed a motion to dismiss the second amended complaint on June 10, 2019. On June 7, 2020, the District Court issued an order denying our motion to dismiss the second amended complaint. On July 24, 2020, we filed a motion to certify the dismissal order for immediate appeal pursuant to 28 U.S.C. 1292(b).

On October 31, 2016, November 15, 2016 and November 18, 2016, three putative shareholder derivative complaints were filed in New Jersey Superior Court, Bergen County, naming us, all of our then current directors and certain of our current and former officers as defendants. These actions were consolidated in an order dated January 24, 2017. The complaints assert claims for breach of fiduciary duty, corporate waste, unjust enrichment, abuse of control, mismanagement, and/or insider selling by defendants. On March 16, 2017, the parties filed a stipulation deferring all further proceedings pending a final, non-appealable ruling on the then anticipated motion to dismiss the consolidated putative securities class action. On April 26, 2017, in lieu of ordering the stipulation filed by the parties, the New Jersey Superior Court deferred further proceedings by dismissing

the consolidated putative shareholder derivative litigation without prejudice but permitting the parties to file a motion to vacate the dismissal in the future.

On February 22, 2017, April 7, 2017 and May 10, 2017, three additional putative shareholder derivative complaints alleging similar claims were filed in the United States District Court for the District of New Jersey, naming us and certain of our current and former directors and officers as defendants. These complaints asserted claims similar to those in the previously-filed putative shareholder derivative actions. In an order dated June 20, 2017, the United States District Court for the District of New Jersey consolidated these actions into a single action, appointed lead plaintiff and lead counsel, and stayed all further proceedings pending a final, non-appealable ruling on the motions to dismiss the consolidated putative securities class action. On October 30, 2018, lead plaintiff filed a consolidated verified derivative complaint.

On March 11, 2019, a seventh putative shareholder derivative complaint was filed in the United States District Court for the District of New Jersey, naming us, certain of our current and former directors, and certain of our current and former officers as defendants. The complaint in that action asserts claims similar to those in the previously-filed putative shareholder derivative actions. On May 14, 2019, the United States District Court for the District of New Jersey approved a stipulation that (i) consolidated this action with the putative shareholder derivative suits that were previously filed in the United States District Court for the District of New Jersey; and (ii) stayed all of these suits pending a final, non-appealable order on the motion to dismiss the second amended complaint in the securities class action.

We are presently unable to predict the duration, scope or result of the consolidated putative securities class action, the putative shareholder derivative actions or any other lawsuits. As such, we are presently unable to develop a reasonable estimate of a possible loss or range of losses, if any, and thus have not recorded any accruals related to these matters. While the Company intends to defend the lawsuits vigorously, these lawsuits and any other related lawsuits are subject to inherent uncertainties, the actual cost of such litigation will depend upon many unknown factors and the outcome of the litigation is necessarily uncertain.

We have indemnification and expense advancement obligations pursuant to our bylaws and indemnification agreements with respect to certain current and former members of senior management and the Company's directors. In connection with the matters that were the subject of our previously disclosed internal investigation, the United States Department of Justice and SEC investigations and the related litigation, we have received and expect to continue to receive requests under such indemnification agreements and our bylaws to provide funds for legal fees and other expenses. We have expensed such costs incurred through June 30, 2020.

We have maintained directors and officers insurance and have recorded an insurance receivable of \$15 million as of June 30, 2020, reported in "Other current assets," in our unaudited consolidated statement of financial position related to the recovery of a portion of the indemnification expenses and costs related to the putative securities class action complaints. We are unable to make a reliable estimate of the eventual cash flows by period related to the indemnification and expense advancement obligations described here.

See [Note 8](#) for information relating to the ITD Dispute.

Many of our engagements involve projects that are critical to the operations of our clients' business and provide benefits that are difficult to quantify. Any failure in a client's systems or our failure to meet our contractual obligations to our clients, including any breach involving a client's confidential information or sensitive data, or our obligations under applicable laws or regulations could result in a claim for substantial damages against us, regardless of our responsibility for such failure. Although we attempt to contractually limit our liability for damages arising from negligent acts, errors, mistakes, or omissions in rendering our services, there can be no assurance that the limitations of liability set forth in our contracts will be enforceable in all instances or will otherwise protect us from liability for damages. Although we have general liability insurance coverage, including coverage for errors or omissions, there can be no assurance that such coverage will cover all types of claims, continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim. The successful assertion of one or more large claims against us that exceed or are not covered by our insurance coverage or changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could have a material adverse effect on our business, results of operations, financial position and cash flows for a particular period.

In the normal course of business and in conjunction with certain client engagements, we have entered into contractual arrangements through which we may be obligated to indemnify clients or other parties with whom we conduct business with respect to certain matters. These arrangements can include provisions whereby we agree to hold the indemnified party and certain of their affiliated entities harmless with respect to third-party claims related to such matters as our breach of certain

representations or covenants, our intellectual property infringement, our gross negligence or willful misconduct or certain other claims made against certain parties. Payments by us under any of these arrangements are generally conditioned on the client making a claim and providing us with full control over the defense and settlement of such claim. It is not possible to determine the maximum potential liability under these indemnification agreements due to the unique facts and circumstances involved in each particular agreement. Historically, we have not made material payments under these indemnification agreements and therefore they have not had a material impact on our operating results, financial position, or cash flows. However, if events arise requiring us to make payment for indemnification claims under our indemnification obligations in contracts we have entered, such payments could have a material adverse effect on our business, results of operations, financial position and cash flows for a particular period.

Note 13 — Segment Information

Our reportable segments are:

- Financial Services, which consists of our banking and insurance operating segments;
- Healthcare, which consists of our healthcare and life sciences operating segments;
- Products and Resources, which consists of our retail and consumer goods; manufacturing, logistics, energy, and utilities; and travel and hospitality operating segments;
- Communications, Media and Technology, which includes our communications and media operating segment and our technology operating segment.

Our sales managers, account executives, account managers and project teams are aligned in accordance with the specific industries they serve. Our chief operating decision maker evaluates the Company's performance and allocates resources based on segment revenues and operating profit. Segment operating profit is defined as income from operations before unallocated costs. Generally, operating expenses for each operating segment have similar characteristics and are subject to the same factors, pressures and challenges. However, the economic environment and its effects on industries served by our operating segments may affect revenues and operating expenses to differing degrees.

Expenses included in segment operating profit consist principally of direct selling and delivery costs (including stock-based compensation expense) as well as a per employee charge for use of our global delivery centers and infrastructure. Certain SG&A expenses, the excess or shortfall of incentive-based compensation for commercial and delivery personnel as compared to target, restructuring costs, COVID-19 Charges, costs related to the ransomware attack, a portion of depreciation and amortization and the impact of the settlements of our cash flow hedges are not allocated to individual segments in internal management reports used by the chief operating decision maker. Accordingly, such expenses are excluded from segment operating profit and are included below as "unallocated costs" and adjusted against our total income from operations. The incremental accrual related to the India Defined Contribution Obligation recorded in the first quarter of 2019 has been excluded from segment operating profits for the six months ended June 30, 2019 and is included in "unallocated costs" in the table below. Additionally, management has determined that it is not practical to allocate identifiable assets by segment, since such assets are used interchangeably among the segments.

For revenues by reportable segment and geographic area, please see [Note 2](#).

Segment operating profits by reportable segment were as follows:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--------------------------------------|--------------------------------|--------|------------------------------|----------|
| | 2020 | 2019 | 2020 | 2019 |
| | (in millions) | | | |
| Financial Services | \$ 365 | 407 | \$ 746 | \$ 807 |
| Healthcare | 305 | 314 | 626 | 651 |
| Products and Resources | 237 | 255 | 498 | 489 |
| Communications, Media and Technology | 174 | 184 | 364 | 358 |
| Total segment operating profit | 1,081 | 1,160 | 2,234 | 2,305 |
| Less: unallocated costs | 614 | 541 | 1,188 | 1,147 |
| Income from operations | \$ 467 | \$ 619 | \$ 1,046 | \$ 1,158 |

Geographic Area Information

Long-lived assets by geographic area are as follows:

| | As of | |
|-----------------------------------|-----------------|-------------------|
| | June 30, 2020 | December 31, 2019 |
| | (in millions) | |
| Long-lived Assets: ⁽¹⁾ | | |
| North America ⁽²⁾ | \$ 423 | \$ 445 |
| Europe | 105 | 104 |
| Rest of World ⁽³⁾ | 817 | 760 |
| Total | <u>\$ 1,345</u> | <u>\$ 1,309</u> |

(1) Long-lived assets include property and equipment, net of accumulated depreciation and amortization.

(2) Substantially all relates to the United States.

(3) Substantially all relates to India.

Note 14 — Subsequent Events

Acquisitions

In July 2020, we entered into an agreement to acquire New Signature, an independent Microsoft public cloud transformation specialist, for a preliminary purchase price of approximately \$305 million. This acquisition will expand our hyperscale cloud advisory services and provide the foundation for our new, dedicated practice centered on Microsoft cloud solutions. It is expected to close during the third quarter of 2020.

Dividend

On July 28, 2020, our Board of Directors approved the Company's declaration of a \$0.22 per share dividend with a record date of August 21, 2020 and a payment date of August 31, 2020.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Executive Summary

Cognizant is one of the world's leading professional services companies, transforming clients' business, operating and technology models for the digital era. Our services include digital services and solutions, consulting, application development, systems integration, application testing, application maintenance, infrastructure services and business process services. Digital services have become an increasingly important part of our portfolio, aligning with our clients' focus on becoming data-enabled, customer-centric and differentiated businesses. We tailor our services and solutions to specific industries with an integrated global delivery model that employs client service and delivery teams based at client locations and dedicated global and regional delivery centers.

In the first quarter of 2020, the global COVID-19 pandemic began causing significant loss of life and interruption to the global economy, including the curtailment of activities by businesses and consumers in much of the world as governments and others seek to limit the spread of the disease. In response to COVID-19, we have prioritized the safety and well-being of our employees, business continuity for our clients and supporting the efforts of governments around the world to contain the spread of the virus. In light of our commitment to help our clients as they navigate unprecedented business challenges while protecting the safety of our employees, we have taken numerous steps, and will continue to take further actions, to address the COVID-19 pandemic. We have been working closely with our clients to support them as they implemented their contingency plans, helping them access our services and solutions remotely. We also undertook a significant effort to enable our employees to work from home by providing them with computer and Internet accessibility equipment while seeking to maintain appropriate security protocols. Despite these efforts, we experienced some delays in project fulfillment as delivery, particularly in India and the Philippines, shifted to work-from-home. While these delays continued early in the second quarter, we are now near full project fulfillment capacity with the exception of certain client projects where a work-from-home scenario is not possible due to regulatory or other requirements.

As a result of the ongoing pandemic, we are experiencing reduced client demand. We expect project deferrals, furloughs, temporary rate concessions and deferred payment term requests to continue to adversely affect revenues across all our business segments in 2020 and potentially beyond. We continue to actively monitor the impacts of and responses to COVID-19 and the related risks, and plan to respond accordingly. The pandemic continues to rapidly evolve, and its ultimate impacts will depend on future developments that are uncertain and cannot be predicted with confidence, and may materially adversely affect our business irrespective of our efforts to mitigate the impact. See [Part II, Item 1A. Risk Factors](#).

In the second quarter of 2020, we incurred approximately \$25 million of costs in response to the COVID-19 pandemic, including a one-time bonus to our employees at the designation of associate and below in both India and the Philippines and costs incurred to enable our employees to work remotely. During the third quarter of 2020 we may incur incremental costs related to the COVID-19 pandemic, primarily related to operating in a work-from-home environment.

We remain committed to implementing our 2020 Fit for Growth Plan, investing in the key digital areas of IoT, AI and analytics, digital engineering and cloud, while working to maintain and optimize our core portfolio of services through efficiency, tooling and automation, delivery optimization, protection of renewals, industry alignment and geographic expansion. Our 2020 Fit for Growth Plan involves certain measures to simplify our organizational model and optimize our cost structure in order to partially fund the investments required to execute on our strategy and advance our growth agenda as well as our decision to exit certain content-related services that are not in line with our strategic vision for the Company. During the three months ended June 30, 2020, we incurred \$59 million of employee separation, retention and facility exit costs under this plan, including \$8 million of costs related to our exit from certain content-related services. See [Note 4](#) for additional information on these costs which are reported in the caption "Restructuring charges" in our unaudited consolidated statements of operations. The optimization measures that are part of the 2020 Fit for Growth Plan are expected to result in total charges in the range of \$170 million to \$200 million, primarily related to severance and facility exit costs, and are expected to be substantially completed by the end of 2020. The optimization measures are expected to generate an annualized savings run rate, before anticipated investments, in the range of approximately \$500 million to \$550 million in 2021. The potential negative impact of the COVID-19 pandemic on our revenues may require us to take additional cost optimization measures. At the same time, the pandemic may adversely impact our ability to execute and realize the benefits of our strategy and various transformation initiatives, including the 2020 Fit for Growth Plan. See [Part II, Item 1A. Risk Factors](#).

Our 2019 decision to exit certain content-related services negatively impacted our second quarter 2020 revenues by approximately \$48 million within our Communications, Media and Technology segment in North America and we anticipate the impact on 2020 revenues to be approximately \$180 million.

On April 20, 2020, we announced a security incident involving a Maze ransomware attack. Based on numerous remediation steps that have been undertaken and our continued monitoring of our environment, we believe we have contained the attack and eradicated remnants of the attacker activity from our environment. Based on our investigation, we believe the attack principally impacted certain of our systems and data. The attack resulted in unauthorized access to certain data and caused significant disruption to our business. This included the disabling of some of our systems and disruption caused by our taking certain other internal systems and networks offline as a precautionary measure. The attack compounded the challenges we faced in enabling work-from-home arrangements during the COVID-19 pandemic and resulted in setbacks and delays to such efforts. The impact to clients and their responses to the security incident varied. Some clients experienced no disruption. As to other clients, we experienced service disruptions due to our reliance on certain of the impacted systems and networks to perform work for clients and the impact to our systems and networks supporting work-from-home capabilities. The systems that comprise the technology platforms that support our business process-as-a-service solutions were not impacted. Most clients maintained connectivity with our network, allowing us to continue to provide service, but some clients opted to suspend our access to their networks as a security precaution. In this circumstance, we are unable to continue providing services via client networks until access is restored. We engaged leading outside forensics and cybersecurity experts, launched a comprehensive containment and remediation effort and forensic investigation, restored the security of our internal systems and networks and are adopting various enhancements to the security of our systems and networks. We also notified and are coordinating with law enforcement.

As a result of fulfillment challenges caused by the ransomware attack, our year over year revenue growth for the second quarter was negatively impacted by approximately 90 basis points. We do not expect the attack to significantly impact our revenues for the remainder of 2020. Additionally, in the second quarter of 2020, we incurred \$24 million in costs related to the ransomware attack and we will continue to incur significant incremental costs for the remediation of the security incident and investments to enhance our overall security environment. The lost revenue and containment, investigation, remediation, legal and other costs may exceed our insurance policy limits or may not be covered by insurance at all. Other actual and potential consequences include, but are not limited to, negative publicity, reputational damage, lost trust with customers, regulatory enforcement action, litigation that could result in financial judgments or the payment of settlement amounts and disputes with insurance carriers concerning coverage. See [Part II, Item 1A. Risk Factors](#).

Q2 2020 Financial Results

The following table sets forth a summary of our financial results for the three months ended June 30, 2020 and 2019:

| | 2020 | 2019 | Increase / (Decrease) | |
|--|--|----------|-----------------------|--------|
| | | | \$ | % |
| | (Dollars in millions, except per share data) | | | |
| Revenues | \$ 4,000 | \$ 4,141 | \$ (141) | (3.4) |
| Income from operations | 467 | 619 | (152) | (24.6) |
| Net income | 361 | 509 | (148) | (29.1) |
| Diluted EPS | 0.67 | 0.90 | (0.23) | (25.6) |
| <i>Other Financial Information¹</i> | | | | |
| Adjusted Income from Operations | \$ 563 | \$ 668 | \$ (105) | (15.7) |
| Adjusted Diluted EPS | 0.82 | 0.94 | (0.12) | (12.8) |

¹ Adjusted Income From Operations and Adjusted Diluted EPS are not measurements of financial performance prepared in accordance with GAAP. See “Non-GAAP Financial Measures” for more information and reconciliations to the most directly comparable GAAP financial measures.

The following charts set forth revenues and change in revenues by business segment and geography for the three months ended June 30, 2020 as compared to the three months ended June 30, 2019:

| Dollars in millions | Financial Services | | | | Healthcare | | | |
|---------------------|--------------------|-----------------------|-------|-------------------|------------|-----------------------|-------|-------------------|
| | Revenues | Increase / (Decrease) | | | Revenues | Increase / (Decrease) | | |
| | | \$ | % | CC % ² | | \$ | % | CC % ² |
| North America | \$ 978 | (57) | (5.5) | (5.4) | \$ 999 | (7) | (0.7) | (0.7) |
| United Kingdom | 110 | (9) | (7.6) | (5.2) | 36 | 7 | 24.1 | 27.2 |
| Continental Europe | 182 | (12) | (6.2) | (4.8) | 102 | 22 | 27.5 | 27.8 |
| Europe - Total | 292 | (21) | (6.7) | (4.9) | 138 | 29 | 26.6 | 27.6 |
| Rest of World | 126 | 1 | 0.8 | 6.5 | 20 | 1 | 5.3 | 9.5 |
| Total | \$ 1,396 | (77) | (5.2) | (4.3) | \$ 1,157 | 23 | 2.0 | 2.2 |

| Dollars in millions | Products and Resources | | | | Communications, Media and Technology | | | |
|---------------------|------------------------|-----------------------|--------|-------------------|--------------------------------------|-----------------------|-------|-------------------|
| | Revenues | Increase / (Decrease) | | | Revenues | Increase / (Decrease) | | |
| | | \$ | % | CC % ² | | \$ | % | CC % ² |
| North America | \$ 620 | (38) | (5.8) | (5.6) | \$ 409 | (31) | (7.0) | (7.0) |
| United Kingdom | 89 | (8) | (8.2) | (5.1) | 79 | 2 | 2.6 | 5.3 |
| Continental Europe | 94 | (16) | (14.5) | (10.2) | 41 | (2) | (4.7) | (2.5) |
| Europe - Total | 183 | (24) | (11.6) | (7.8) | 120 | — | — | 2.5 |
| Rest of World | 64 | 2 | 3.2 | 9.9 | 51 | 4 | 8.5 | 17.9 |
| Total | \$ 867 | (60) | (6.5) | (5.0) | \$ 580 | (27) | (4.4) | (3.2) |

Our second quarter revenue decline reflected the negative impact of fulfillment challenges, project deferrals, furloughs and temporary rate concessions brought on by the COVID-19 pandemic. While revenues across all our segments were negatively impacted by the COVID-19 pandemic, retail, consumer goods, travel and hospitality clients within our Products and Resources segment as well as communications and media clients in our Communications, Media and Technology segment were particularly adversely affected by the pandemic. Clients in those industries represented 11% of our total revenues in the second quarter of 2020. At the same time, our manufacturing, logistics, energy and utilities clients within our Products and Resources segment generated revenue growth due to our clients' continued adoption and integration of digital technologies. Our second quarter revenues were also impacted by the ransomware attack, primarily among clients in our Financial Services segment and healthcare clients within our Healthcare segment. Additionally, our Financial Services and Healthcare segments continued to see certain clients transition the support of some of their legacy systems and operations in-house or to captives. Revenues among our life sciences clients within the Healthcare segment experienced growth, primarily due to our acquisition of Zenith in the third quarter of 2019. Revenues among our technology clients in our Communications, Media and Technology segment in the North America region were negatively impacted by approximately \$48 million due to our 2019 strategic decision to exit certain content-related services. We continue to see growing demand from our technology clients for our digital content services.

Our operating margin and Adjusted Operating Margin² decreased to 11.7% and 14.1%, respectively, for the quarter ended June 30, 2020 from 14.9% and 16.1%, respectively, for the quarter ended June 30, 2019. Our GAAP and Adjusted Operating Margin² were adversely impacted by the decline in revenues brought on by the COVID-19 pandemic, the effect of the ransomware attack on both revenues and costs, and higher incentive-based compensation accrual rates. These impacts were partially offset by the depreciation of the Indian rupee against the U.S. dollar, a significant decrease in travel and entertainment expenses due to the COVID-19 pandemic, lower immigration costs and cost savings generated by our cost optimization initiatives. In addition, our 2020 GAAP operating margin was negatively impacted by higher restructuring charges as discussed in [Note 4](#) to our unaudited consolidated financial statements as well as COVID-19 Charges.

We finished the second quarter of 2020 with approximately 281,200 employees, which is a decrease of approximately 7,000 as compared to June 30, 2019 and 10,500 as compared to March 31, 2020. Annualized turnover, including both voluntary and involuntary, was approximately 24.0% for the three months ended June 30, 2020. A significant portion of our attrition is related to involuntary exits and is weighted towards the more junior members of our staff.

² Constant currency revenue growth and Adjusted Operating Margin are not measurements of financial performance prepared in accordance with GAAP. See "Non-GAAP Financial Measures" for more information and reconciliations to the most directly comparable GAAP financial measures, as applicable.

2020 Business Considerations

The significant and continuing impact and rapidly evolving nature of the COVID-19 pandemic makes it difficult to estimate its future impact on our ongoing business, results of operations and overall financial performance. As clients work through significant financial challenges related to the COVID-19 pandemic, we have faced and may continue to face reduced client demand for services, client pricing pressure, payment term extensions and insolvency risk, additional delivery challenges, increased costs, a diversion of and strain on management and other corporate resources, and reduced employee morale and productivity. See [Part II, Item 1A, Risk Factors](#).

While the immediate focus of many clients is on the COVID-19 pandemic impacts to their businesses, we continue to expect the long-term focus of our clients to be on their digital transformation into data-enabled, customer-centric and differentiated businesses. As our clients seek to optimize the cost of supporting their legacy systems and operations, our core portfolio of services may be subject to pricing pressure and lower demand due to clients transitioning certain work in-house or to new or existing captives.

Our clients will likely continue to contend with industry-specific changes driven by evolving digital technologies, uncertainty in the regulatory environment, industry consolidation and convergence as well as international trade policies and other macroeconomic factors, which could affect their demand for our services. Additionally, revenue from our technology clients will be affected by our 2019 strategic decision to exit certain content-related work under our 2020 Fit for Growth Plan.

We expect our 2020 financial results to be impacted by the initial cost optimization measures executed as part of our 2020 Fit for Growth Plan, and the expected execution of additional measures under this plan during the remainder of 2020. In addition, our 2020 results may be impacted by the uncertainty regarding regulatory changes, including potential regulatory changes with respect to immigration and taxes as well as costs related to the potential resolution of legal and regulatory matters discussed in [Note 12](#) to our unaudited consolidated financial statements.

As discussed earlier in the Executive Summary, we expect the business disruption caused by and incremental costs resulting from the ransomware attack to adversely impact our financial results for the remainder of 2020. See [Part II, Item 1A, Risk Factors](#).

During the remainder of 2020, we intend to continue to invest in our digital capabilities, our talent base and new service offerings across industries and geographies, while increasing our investment in sales and marketing professionals to help us expand existing accounts and acquire new ones. We will continue to pursue strategic acquisitions that we believe add new technologies or platforms that complement our existing services, improve our overall service delivery capabilities or expand our geographic presence. Additionally, we will continue to focus on maintaining and optimizing our core portfolio of services through efficiency, tooling and automation, delivery optimization, protection of renewals, industry alignment and geographic expansion. Finally, through the execution of our 2020 Fit for Growth Plan and other initiatives, we will focus on operating discipline in order to appropriately manage our cost structure, giving consideration to the impact of the COVID-19 pandemic on our revenues.

Results of Operations

Three Months Ended June 30, 2020 Compared to Three Months Ended June 30, 2019

The following table sets forth, for the periods indicated, certain financial data for the three months ended June 30:

| | 2020 | % of Revenues | 2019 | % of Revenues | Increase / Decrease | |
|---|----------|------------------|----------|------------------|---------------------|--------|
| | | | | | \$ | % |
| (Dollars in millions, except per share data) | | | | | | |
| Revenues | \$ 4,000 | 100.0 | \$ 4,141 | 100.0 | \$ (141) | (3.4) |
| Cost of revenues ⁽¹⁾ | 2,615 | 65.4 | 2,629 | 63.5 | (14) | (0.5) |
| Selling, general and administrative expenses ⁽¹⁾ | 711 | 17.8 | 719 | 17.3 | (8) | (1.1) |
| Restructuring charges | 71 | 1.8 | 49 | 1.2 | 22 | 44.9 |
| Depreciation and amortization expense | 136 | 3.4 | 125 | 3.0 | 11 | 8.8 |
| Income from operations | 467 | 11.7 | 619 | 14.9 | (152) | (24.6) |
| Other income (expense), net | 28 | | 57 | | (29) | (50.9) |
| Income before provision for income taxes | 495 | 12.4 | 676 | 16.3 | (181) | (26.8) |
| Provision for income taxes | (134) | | (167) | | 33 | (19.8) |
| Net income | \$ 361 | 9.0 | \$ 509 | 12.3 | \$ (148) | (29.1) |
| Diluted earnings per share | \$ 0.67 | | \$ 0.90 | | \$ (0.23) | (25.6) |
| <i>Other Financial Information³</i> | | | | | | |
| Adjusted Income from Operations and Adjusted Operating Margin | \$ 563 | 14.1 | \$ 668 | 16.1 | \$ (105) | (15.7) |
| Adjusted Diluted EPS | \$ 0.82 | | \$ 0.94 | | \$ (0.12) | (12.8) |

(1) Exclusive of depreciation and amortization expense.

Revenues - Overall

During the quarter ended June 30, 2020, revenues decreased by \$141 million as compared to the quarter ended June 30, 2019, representing a decline of 3.4%, or 2.5% on a constant currency basis³. The revenue decline reflected fulfillment challenges, project deferrals, furloughs and temporary rate concessions brought on by the COVID-19 pandemic. Additionally, as a result of fulfillment challenges caused by the ransomware attack, our year over year revenue growth was negatively impacted by approximately 90 basis points. We continue to experience pricing pressure within our core portfolio of services as our clients optimize the cost of supporting their legacy systems and operations. At the same time, clients continue to adopt and integrate digital technologies and their demand for our digital operations services and solutions continues to grow. In addition, our revenues benefited from our recently completed acquisitions, including Zenith, Contino and Collaborative Solutions. Revenues from clients added since June 30, 2019 were \$110 million.

Revenues from our top clients as a percentage of total revenues were as follows:

| | Three Months Ended June 30, | |
|------------------|-----------------------------|--------|
| | 2020 | 2019 |
| Top five clients | 8.3 % | 8.0 % |
| Top ten clients | 14.4 % | 14.5 % |

³ Adjusted Income From Operations, Adjusted Operating Margin, Adjusted Diluted EPS and constant currency revenue growth are not measurements of financial performance prepared in accordance with GAAP. See "Non-GAAP Financial Measures" for more information and reconciliations to the most directly comparable GAAP financial measures, as applicable.

Revenues - Reportable Business Segments

Revenues by reportable business segment were as follows for the three months ended June 30:

| | 2020 | 2019 | Increase/ (Decrease) | | |
|--------------------------------------|----------|----------|----------------------|-------|-------------------|
| | | | \$ | % | CC % ⁴ |
| (Dollars in millions) | | | | | |
| Financial Services | \$ 1,396 | \$ 1,473 | \$ (77) | (5.2) | (4.3) |
| Healthcare | 1,157 | 1,134 | 23 | 2.0 | 2.2 |
| Products and Resources | 867 | 927 | (60) | (6.5) | (5.0) |
| Communications, Media and Technology | 580 | 607 | (27) | (4.4) | (3.2) |
| Total revenues | \$ 4,000 | \$ 4,141 | \$ (141) | (3.4) | (2.5) |

Financial Services

Revenues from our Financial Services segment decreased 5.2%, or 4.3% on a constant currency basis⁴, for the three months ended June 30, 2020, as compared to the three months ended June 30, 2019. Revenues in this segment decreased by \$41 million from our banking clients and \$36 million from our insurance clients and were negatively impacted by the COVID-19 pandemic and the ransomware attack. Revenues from clients added since June 30, 2019 were \$26 million. Demand from certain banking clients has been and may continue to be negatively affected as they transition the support of some of their legacy systems and operations in-house or to captives.

Healthcare

Revenues from our Healthcare segment grew 2.0%, or 2.2% on a constant currency basis⁴, for the three months ended June 30, 2020, as compared to the three months ended June 30, 2019. Revenues in this segment increased by \$49 million from our life sciences clients, driven by revenues from our acquisition of Zenith, while revenues from our healthcare clients decreased by \$26 million. Revenues in this segment were negatively impacted by the COVID-19 pandemic and the ransomware attack. Revenues from clients added since June 30, 2019 were \$19 million. Demand from our healthcare clients may continue to be affected by uncertainty in the regulatory and political environment while demand among our life sciences clients may be affected by industry consolidation.

Products and Resources

Revenues from our Products and Resources segment decreased 6.5%, or 5.0% on a constant currency basis⁴, for the three months ended June 30, 2020, as compared to the three months ended June 30, 2019. Retail, consumer goods, travel and hospitality clients were particularly adversely affected by the pandemic and are expected to continue to be negatively impacted for the remainder of 2020 and possibly beyond. In the second quarter of 2020, revenues decreased by \$51 million among our retail and consumer goods clients and \$41 million among our travel and hospitality clients. Revenues from our manufacturing, logistics, energy and utilities clients increased \$32 million due to our clients' adoption and integration of digital technologies. Revenues from clients added since June 30, 2019 were \$35 million.

Communications, Media and Technology

Revenues from our Communications, Media and Technology segment decreased 4.4%, or 3.2% on a constant currency basis⁴, for the three months ended June 30, 2020, as compared to the three months ended June 30, 2019. Revenues from our technology clients and our communications and media clients decreased by \$23 million and \$4 million, respectively. Revenues among our technology clients in this segment were negatively impacted by approximately \$48 million due to our 2019 strategic decision to exit certain content-related services and we anticipate the impact on 2020 revenues to be approximately \$180 million. Additionally, revenues were negatively impacted by the COVID-19 pandemic, particularly among our communications and media clients, partially offset by the demand from our technology clients for digital content services. Revenues from clients added, including those related to acquisitions, since June 30, 2019 were \$30 million.

⁴ Constant currency revenue growth is not a measurement of financial performance prepared in accordance with GAAP. See "Non-GAAP Financial Measures" for more information.

Revenues - Geographic Markets

Revenues by geographic market were as follows for the three months ended June 30:

| | 2020 | 2019 | Increase / (Decrease) | | |
|-----------------------|----------|----------|-----------------------|-------|-------------------|
| | | | \$ | % | CC % ⁵ |
| (Dollars in millions) | | | | | |
| North America | \$ 3,006 | \$ 3,139 | \$ (133) | (4.2) | (4.1) |
| United Kingdom | 314 | 322 | (8) | (2.5) | 0.2 |
| Continental Europe | 419 | 427 | (8) | (1.9) | 0.2 |
| Europe - Total | 733 | 749 | (16) | (2.1) | 0.2 |
| Rest of World | 261 | 253 | 8 | 3.2 | 9.7 |
| Total revenues | \$ 4,000 | \$ 4,141 | \$ (141) | (3.4) | (2.5) |

North America continues to be our largest market, representing 75.2% of total revenues for the second quarter of 2020. Across all regions, revenues were negatively impacted by the COVID-19 pandemic and the ransomware attack, partially offset by the revenue from our recently completed acquisitions, including Zenith, Contino and Collaborative Solutions. Our North America region was also negatively impacted by our strategic decision to exit certain content-related services in our Communications, Media and Technology segment and the transition of the support of legacy systems for certain financial services and healthcare clients in-house or to captives. Revenue growth in our Rest of World region was driven by our communications and media clients. We believe that there are opportunities for long-term growth across all of our geographic markets.

Cost of Revenues (Exclusive of Depreciation and Amortization Expense)

Our cost of revenues consists primarily of salaries, incentive-based compensation, stock-based compensation expense, employee benefits, project-related immigration and travel for technical personnel, subcontracting and equipment costs relating to revenues. Our cost of revenues decreased by 0.5% during the second quarter of 2020 as compared to the second quarter of 2019, increasing as a percentage of revenues to 65.4% in the second quarter of 2020 compared to 63.5% in the second quarter of 2019. The increase in cost of revenues, as a percentage of revenues, was primarily due to the impact on revenues of the COVID-19 pandemic and the ransomware attack, as well as higher incentive compensation accrual rates. These impacts were partially offset by the depreciation of the Indian rupee against the U.S. dollar, a significant decrease in travel and entertainment costs as a result of a reduction in travel due to the COVID-19 pandemic and the cost savings generated as a result of our cost optimization strategy.

SG&A Expenses

SG&A expenses consist primarily of salaries, incentive-based compensation, stock-based compensation expense, employee benefits, immigration, travel, marketing, communications, management, finance, administrative and occupancy costs. SG&A expenses decreased by 1.1% during the second quarter of 2020 as compared to the second quarter of 2019. However, they increased as a percentage of revenues to 17.8% in 2020 as compared to 17.3% in 2019. The increase, as a percentage of revenues, was primarily due to the decline in revenues brought on by the COVID-19 pandemic, the effect of the ransomware attack on both revenues and costs, as well as higher incentive compensation accrual rates, partially offset by a significant decrease in travel and entertainment costs as a result of the reduction in travel due to the pandemic and lower immigration costs.

Depreciation and Amortization Expense

Depreciation and amortization expense increased by 8.8% during the second quarter of 2020 as compared to the second quarter of 2019. The increase is due to procurement of additional computer equipment primarily to provision work-from-home arrangements and amortization of intangibles from recently completed acquisitions.

Restructuring Charges

Restructuring charges consist of our 2020 Fit for Growth Plan and our realignment program. Restructuring charges were \$71 million or 1.8%, as a percentage of revenues for the three months ended June 30, 2020, as compared to \$49 million or 1.2%, as a percentage of revenues for the three months ended June 30, 2019. For further detail on our restructuring charges see [Note 4](#) to our unaudited consolidated financial statements.

⁵ Constant currency revenue growth is not a measurement of financial performance prepared in accordance with GAAP. See “Non-GAAP Financial Measures” for more information.

Operating Margin - Overall

Our operating margin and Adjusted Operating Margin⁶ decreased to 11.7% and 14.1%, respectively, for the quarter ended June 30, 2020 from 14.9% and 16.1%, respectively, for the quarter ended June 30, 2019. Our GAAP and Adjusted Operating Margin⁶ were adversely impacted by the decline in revenues brought on by the COVID-19 pandemic, the effect of the ransomware attack on both revenues and costs, and higher incentive-based compensation accrual rates. These impacts were partially offset by the depreciation of the Indian rupee against the U.S. dollar, a significant decrease in travel and entertainment expenses due to the COVID-19 pandemic, lower immigration costs and cost savings generated by our cost optimization initiatives. In addition, our 2020 GAAP operating margin was negatively impacted by higher restructuring charges as discussed in [Note 4](#) to our unaudited consolidated financial statements as well as COVID-19 Charges.

Excluding the impact of applicable designated cash flow hedges, the depreciation of the Indian rupee against the U.S. dollar positively impacted our operating margin by approximately 164 basis points, or 1.64 percentage points, during the three months ended June 30, 2020. Each additional 1.0% change in exchange rate between the Indian rupee and the U.S. dollar will have the effect of moving our operating margin by approximately 18 basis points or 0.18 percentage points.

We enter into hedges of certain Indian rupee denominated payments in India, which are intended to mitigate the volatility of the changes in the exchange rate between the U.S. dollar and the Indian rupee. During the three months ended June 30, 2020, the settlement of our cash flow hedges negatively impacted our operating margin by approximately 28 basis points or 0.28 percentage points as compared to a positive impact of approximately 10 basis points or 0.10 percentage points during the three months ended June 30, 2019.

Segment Operating Profit

Segment operating profits were as follows for the three months ended June 30:

| | 2020 | Operating Margin % | 2019 | Operating Margin % | Increase / (Decrease) |
|--------------------------------------|--------|-----------------------|--------|-----------------------|--------------------------|
| (Dollars in millions) | | | | | |
| Financial Services | \$ 365 | 26.1 | \$ 407 | 27.6 | \$ (42) |
| Healthcare | 305 | 26.4 | 314 | 27.7 | (9) |
| Products and Resources | 237 | 27.3 | 255 | 27.5 | (18) |
| Communications, Media and Technology | 174 | 30.0 | 184 | 30.3 | (10) |
| Total segment operating profit | 1,081 | 27.0 | 1,160 | 28.0 | (79) |
| Less: unallocated costs | 614 | | 541 | | 73 |
| Income from operations | \$ 467 | 11.7 | \$ 619 | 14.9 | \$ (152) |

Operating margins in our Financial Services and Healthcare segments decreased as revenues were negatively impacted by the COVID-19 pandemic and the ransomware attack, partially offset by cost savings generated by our cost optimization initiatives and a significant decrease in travel and entertainment costs due to COVID-19 related reductions in travel. Our operating margins in our Products and Resources and Communications, Media and Technology segments remained relatively flat as revenues were negatively impacted by the COVID-19 pandemic, offset by cost savings generated by our cost optimization initiatives and a significant decrease in travel and entertainment costs due to COVID-19 related reductions in travel.

Certain SG&A expenses, the excess or shortfall of incentive-based compensation for commercial and delivery personnel as compared to target, restructuring costs, COVID-19 Charges, costs related to the ransomware attack, a portion of depreciation and amortization and the impact of the settlements of our cash flow hedges are not allocated to individual segments in internal management reports used by the chief operating decision maker. Accordingly, such expenses are excluded from segment operating profit and are included above as “unallocated costs” and adjusted against our total income from operations. The increase in unallocated costs in 2020 compared to 2019 is primarily due to a smaller shortfall in 2020 than in 2019 of incentive-based compensation as compared to target, higher restructuring costs, COVID-19 Charges and costs related to the ransomware attack.

⁶ Adjusted Operating Margin is not a measurement of financial performance prepared in accordance with GAAP. See “Non-GAAP Financial Measures” for more information and a reconciliation to the most directly comparable GAAP financial measure.

Other Income (Expense), Net

Total other income (expense), net consists primarily of foreign currency exchange gains and losses, interest income and interest expense. The following table sets forth total other income (expense), net for the three months ended June 30:

| | 2020 | 2019 | Increase/ Decrease |
|--|---------------|--------------|-----------------------|
| | (in millions) | | |
| Foreign currency exchange gains | \$ 1 | \$ 20 | \$ (19) |
| (Losses) on foreign exchange forward contracts not designated as hedging instruments | (3) | (4) | 1 |
| Foreign currency exchange gains (losses), net | (2) | 16 | (18) |
| Interest income | 37 | 45 | (8) |
| Interest expense | (9) | (6) | (3) |
| Other, net | 2 | 2 | — |
| Total other income (expense), net | <u>\$ 28</u> | <u>\$ 57</u> | <u>\$ (29)</u> |

The foreign currency exchange gains and losses were attributable to the remeasurement of net monetary assets and liabilities denominated in currencies other than the functional currencies of our subsidiaries. The gains and losses on foreign exchange forward contracts not designated as hedging instruments relate to the realized and unrealized gains and losses on foreign exchange forward contracts entered into to partially offset foreign currency exposure to non-U.S. dollar denominated net monetary assets and liabilities. As of June 30, 2020, the notional value of our undesignated hedges was \$1,156 million. The decrease in interest income of \$8 million was primarily attributable to a decrease in average invested balances and lower yields in 2020.

Provision for Income Taxes

The provision for income taxes decreased to \$134 million during the three months ended June 30, 2020 from \$167 million for the three months ended June 30, 2019 as a result of the decrease in the income before provision for income taxes, partially offset by a higher effective income tax rate. The effective income tax rate increased to 27.1% for the three months ended June 30, 2020 compared to 24.7% for the three months ended June 30, 2019, primarily driven by the depreciation of the Indian rupee against the U.S. dollar, which resulted in non-deductible foreign currency exchange losses on our unaudited consolidated statement of operations.

Net Income

Net income decreased to \$361 million for the three months ended June 30, 2020 from \$509 million for the three months ended June 30, 2019, representing 9.0% and 12.3% of revenues, respectively. The decrease in net income was driven by lower income from operations.

Non-GAAP Financial Measures

Portions of our disclosure include non-GAAP financial measures. These non-GAAP financial measures are not based on any comprehensive set of accounting rules or principles and should not be considered a substitute for, or superior to, financial measures calculated in accordance with GAAP, and may be different from non-GAAP financial measures used by other companies. In addition, these non-GAAP financial measures should be read in conjunction with our financial statements prepared in accordance with GAAP. The reconciliations of our non-GAAP financial measures to the corresponding GAAP measures, set forth below, should be carefully evaluated.

Our non-GAAP financial measures, Adjusted Operating Margin, Adjusted Income From Operations and Adjusted Diluted EPS exclude unusual items. Additionally, Adjusted Diluted EPS excludes net non-operating foreign currency exchange gains or losses and the tax impact of all the applicable adjustments. The income tax impact of each item is calculated by applying the statutory rate and local tax regulations in the jurisdiction in which the item was incurred. Constant currency revenue growth is defined as revenues for a given period restated at the comparative period's foreign currency exchange rates measured against the comparative period's reported revenues.

We believe providing investors with an operating view consistent with how we manage the Company provides enhanced transparency into our operating results. For our internal management reporting and budgeting purposes, we use various GAAP and non-GAAP financial measures for financial and operational decision-making, to evaluate period-to-period comparisons, to determine portions of the compensation for our executive officers and for making comparisons of our operating results to those of our competitors. Therefore, it is our belief that the use of non-GAAP financial measures excluding certain costs provides a

meaningful supplemental measure for investors to evaluate our financial performance. We believe that the presentation of our non-GAAP financial measures along with reconciliations to the most comparable GAAP measure, as applicable, can provide useful supplemental information to our management and investors regarding financial and business trends relating to our financial condition and results of operations.

A limitation of using non-GAAP financial measures versus financial measures calculated in accordance with GAAP is that non-GAAP financial measures do not reflect all of the amounts associated with our operating results as determined in accordance with GAAP and may exclude costs that are recurring such as our net non-operating foreign currency exchange gains or losses. In addition, other companies may calculate non-GAAP financial measures differently than us, thereby limiting the usefulness of these non-GAAP financial measures as a comparative tool. We compensate for these limitations by providing specific information regarding the GAAP amounts excluded from our non-GAAP financial measures to allow investors to evaluate such non-GAAP financial measures.

The following table presents a reconciliation of each non-GAAP financial measure to the most comparable GAAP measure for the three months ended June 30:

| | 2020 | % of Revenues | 2019 | % of Revenues |
|--|----------------|------------------|----------------|------------------|
| (Dollars in millions, except per share amounts) | | | | |
| GAAP income from operations and operating margin | \$ 467 | 11.7 | \$ 619 | 14.9 |
| Realignment charges ⁽¹⁾ | 12 | 0.3 | 49 | 1.2 |
| 2020 Fit for Growth plan restructuring charges ⁽²⁾ | 59 | 1.5 | — | — |
| COVID-19 Charges ⁽³⁾ | 25 | 0.6 | — | — |
| Adjusted Income from Operations and Adjusted Operating Margin | <u>\$ 563</u> | <u>14.1</u> | <u>\$ 668</u> | <u>16.1</u> |
| GAAP diluted EPS | \$ 0.67 | | \$ 0.90 | |
| Effect of above adjustments, pre-tax | 0.18 | | 0.09 | |
| Non-operating foreign currency exchange (gains) losses, pre-tax ⁽⁴⁾ | — | | (0.03) | |
| Tax effect of above adjustments ⁽⁵⁾ | (0.03) | | (0.02) | |
| Adjusted Diluted EPS | <u>\$ 0.82</u> | | <u>\$ 0.94</u> | |

- (1) As part of the realignment program, during the three months ended June 30, 2020, we incurred employee retention costs and professional fees. See [Note 4](#) to our unaudited consolidated financial statements for additional information.
- (2) As part of our 2020 Fit for Growth plan, during the three months ended June 30, 2020, we incurred certain employee separation, employee retention and facility exit costs. See [Note 4](#) to our unaudited consolidated financial statements for additional information.
- (3) During the three months ended June 30, 2020, we incurred costs in response to the COVID-19 pandemic including a one-time bonus to our employees at the designation of associate and below in both India and the Philippines and costs to enable our employees to work remotely, partially offset by benefits provided to us by certain jurisdictions in which we operate. Most of the costs related to the pandemic are reported in "Cost of revenues" in our unaudited consolidated statements of operations.
- (4) Non-operating foreign currency exchange gains and losses, inclusive of gains and losses on related foreign exchange forward contracts not designated as hedging instruments for accounting purposes, are reported in "Foreign currency exchange gains (losses), net" in our unaudited consolidated statements of operations.
- (5) Presented below are the tax impacts of each of our non-GAAP adjustments to pre-tax income:

| | Three Months Ended June 30, | |
|---|--------------------------------|-------|
| | 2020 | 2019 |
| (in millions) | | |
| Non-GAAP income tax benefit (expense) related to: | | |
| Realignment charges | \$ 3 | \$ 13 |
| 2020 Fit for Growth Plan restructuring charges | 16 | — |
| COVID-19 Charges | 6 | — |
| Foreign currency exchange gains and losses | (8) | — |

The effective tax rate related to each of our non-GAAP adjustments varies depending on the jurisdictions in which such income and expenses are generated and the statutory rates applicable in those jurisdictions.

Six Months Ended June 30, 2020 Compared to Six Months Ended June 30, 2019

The following table sets forth, for the periods indicated, certain financial data for the six months ended June 30:

| | 2020 | % of Revenues | 2019 | % of Revenues | Increase / Decrease | |
|---|----------|------------------|----------|------------------|---------------------|---------|
| | | | | | \$ | % |
| (Dollars in millions, except per share data) | | | | | | |
| Revenues | \$ 8,225 | 100.0 | \$ 8,251 | 100.0 | \$ (26) | (0.3) |
| Cost of revenues ⁽¹⁾ | 5,362 | 65.2 | 5,204 | 63.1 | 158 | 3.0 |
| Selling, general and administrative expenses ⁽¹⁾ | 1,422 | 17.3 | 1,590 | 19.3 | (168) | (10.6) |
| Restructuring charges | 126 | 1.5 | 51 | 0.6 | 75 | 147.1 |
| Depreciation and amortization expense | 269 | 3.3 | 248 | 3.0 | 21 | 8.5 |
| Income from operations | 1,046 | 12.7 | 1,158 | 14.0 | (112) | (9.7) |
| Other income (expense), net | (41) | | 101 | | (142) | (140.6) |
| Income before provision for income taxes | 1,005 | 12.2 | 1,259 | 15.3 | (254) | (20.2) |
| Provision for income taxes | (276) | | (309) | | 33 | (10.7) |
| Income from equity method investments | (1) | | — | | (1) | * |
| Net income | \$ 728 | 8.9 | \$ 950 | 11.5 | \$ (222) | (23.4) |
| Diluted EPS | \$ 1.34 | | \$ 1.67 | | \$ (0.33) | (19.8) |
| <i>Other Financial Information ⁽⁷⁾</i> | | | | | | |
| Adjusted Income From Operations and Adjusted Operating Margin | \$ 1,203 | 14.6 | \$ 1,326 | 16.1 | \$ (123) | (9.3) |
| Adjusted Diluted EPS | \$ 1.78 | | \$ 1.85 | | \$ (0.07) | (3.8) |

(1) Exclusive of depreciation and amortization expense.

* Not meaningful

Revenues - Overall

During the six months ended June 30, 2020, revenues decreased by \$26 million as compared to the six months ended June 30, 2019, representing a decline of 0.3%, or growth of 0.5% on a constant currency basis⁷. The revenue decline reflected fulfillment challenges, project deferrals, furloughs and temporary rate concessions brought on by the COVID-19 pandemic. Additionally, as a result of fulfillment challenges caused by the ransomware attack, our year over year revenue growth was negatively impacted by approximately 45 basis points. We continue to experience pricing pressure within our core portfolio of services as our clients optimize the cost of supporting their legacy systems and operations. At the same time, clients continue to adopt and integrate digital technologies and their demand for our digital operations services and solutions continues to grow. In addition, our revenues benefited from our recently completed acquisitions, including Zenith and Contino. Revenues from clients added since June 30, 2019 were \$166 million.

Revenues from our top clients as a percentage of total revenues were as follows:

| | Six Months Ended June 30, | |
|------------------|---------------------------|--------|
| | 2020 | 2019 |
| Top five clients | 8.1 % | 8.4 % |
| Top ten clients | 14.2 % | 15.1 % |

⁷ Adjusted Income From Operations, Adjusted Operating Margin, Adjusted Diluted EPS and constant currency revenue growth are not measurements of financial performance prepared in accordance with GAAP. See “Non-GAAP Financial Measures” for more information and reconciliations to the most directly comparable GAAP financial measures.

Revenues - Reportable Business Segments

Revenues by reportable business segment were as follows for the six months ended June 30:

| | 2020 | 2019 | Increase / (Decrease) | | |
|--------------------------------------|----------|----------|-----------------------|-------|-------------------|
| | | | \$ | % | CC % ⁸ |
| (Dollars in millions) | | | | | |
| Financial Services | \$ 2,847 | \$ 2,909 | \$ (62) | (2.1) | (1.3) |
| Healthcare | 2,351 | 2,299 | 52 | 2.3 | 2.4 |
| Products and Resources | 1,821 | 1,841 | (20) | (1.1) | 0.1 |
| Communications, Media and Technology | 1,206 | 1,202 | 4 | 0.3 | 1.5 |
| Total revenues | \$ 8,225 | \$ 8,251 | \$ (26) | (0.3) | 0.5 |

Financial Services

Revenues from our Financial Services segment declined 2.1%, or 1.3% on a constant currency basis⁸, for the six months ended June 30, 2020, as compared to the six months ended June 30, 2019. Revenues in this segment decreased \$41 million from our insurance clients and \$21 million from our banking clients and were negatively impacted by the COVID-19 pandemic and the ransomware attack. Demand from certain banking clients has been and may continue to be negatively affected as they transition the support of some of their legacy systems and operations in-house or to captives. Revenues from clients added, including those related to acquisitions, since June 30, 2019 were \$40 million.

Healthcare

Revenues from our Healthcare segment grew 2.3%, or 2.4% on a constant currency basis⁸, for the six months ended June 30, 2020, as compared to the six months ended June 30, 2019. Revenues in this segment increased by \$95 million from our life sciences clients, driven by revenues from our acquisition of Zenith, while revenues from our healthcare clients decreased by \$43 million. Revenues from our healthcare clients were negatively impacted by the establishment of an offshore captive by a large client, the COVID-19 pandemic and the ransomware attack. Revenues from clients added since June 30, 2019 were \$31 million.

Products and Resources

Revenues from our Products and Resources segment declined 1.1%, remaining relatively flat on a constant currency basis⁸, for the six months ended June 30, 2020, as compared to the six months ended June 30, 2019. Retail, consumer goods, travel and hospitality clients were particularly adversely affected by the pandemic. Thus, revenues decreased by \$42 million from our travel and hospitality clients and \$29 million from our retail and consumer goods clients. Revenues from our manufacturing, logistics, energy and utilities clients increased \$51 million due to our clients' adoption and integration of digital technologies. Revenues from clients added since June 30, 2019 were \$50 million.

Communications, Media and Technology

Revenues from our Communications, Media and Technology segment grew 0.3%, or 1.5% on a constant currency basis⁸, for the six months ended June 30, 2020, as compared to the six months ended June 30, 2019. Revenues from our communications and media clients increased \$14 million while revenues from our technology clients decreased \$10 million. Revenues among our technology clients in this segment were negatively impacted by approximately \$71 million due to our 2019 strategic decision to exit certain content-related services. Additionally, revenues were negatively impacted by the COVID-19 pandemic, particularly among our communications and media clients, partially offset by the demand from our technology clients for digital content services. Revenues from clients added, including those related to acquisitions, since June 30, 2019 were \$45 million.

⁸ Constant currency revenue growth is not a measurement of financial performance prepared in accordance with GAAP. See "Non-GAAP Financial Measures" for more information.

Revenues - Geographic Markets

Revenues by geographic market were as follows for the six months ended June 30:

| | 2020 | 2019 | Increase / (Decrease) | | |
|--------------------|-----------------------|----------|-----------------------|-------|-------------------|
| | | | \$ | % | CC % ⁹ |
| | (Dollars in millions) | | | | |
| North America | \$ 6,196 | \$ 6,262 | \$ (66) | (1.1) | (1.0) |
| United Kingdom | 651 | 651 | — | — | 2.2 |
| Continental Europe | 856 | 832 | 24 | 2.9 | 5.2 |
| Europe - Total | 1,507 | 1,483 | 24 | 1.6 | 3.9 |
| Rest of World | 522 | 506 | 16 | 3.2 | 8.6 |
| Total revenues | \$ 8,225 | \$ 8,251 | \$ (26) | (0.3) | 0.5 |

North America continues to be our largest market, representing 75.3% of total revenues for the six months ended June 30, 2020. Across all regions, revenues were negatively impacted by the COVID-19 pandemic and the ransomware attack, partially offset by the revenue from our recently completed acquisitions, including Zenith and Contino. Our North America region was also negatively impacted by our strategic decision to exit certain content-related services in our Communications, Media and Technology segment and the transition of the support of legacy systems for certain financial services and healthcare clients in-house or to captives. Revenue growth in our Continental Europe and Rest of World regions was driven by our life sciences clients and our Communications, Media and Technology clients, respectively.

Cost of Revenues (Exclusive of Depreciation and Amortization Expense)

Our cost of revenues consists primarily of salaries, incentive-based compensation, stock-based compensation expense, employee benefits, project-related immigration and travel for technical personnel, subcontracting and equipment costs relating to revenues. Our cost of revenues increased by 3.0% during the six months ended June 30, 2020 as compared to the six months ended June 30, 2019, increasing as a percentage of revenues to 65.2% during the 2020 period compared to 63.1% in the 2019 period. The increase in cost of revenues, as a percentage of revenues, was due primarily to an increase in costs related to our delivery personnel (including employees and subcontractors), the impact on revenues of the COVID-19 pandemic and the ransomware attack. These impacts were partially offset by the depreciation of the Indian rupee against the U.S. dollar, a significant decrease in travel and entertainment costs as a result of a reduction in travel due to the COVID-19 pandemic and the cost savings generated as a result of our cost optimization strategy.

SG&A Expenses

SG&A expenses consist primarily of salaries, incentive-based compensation, stock-based compensation expense, employee benefits, immigration, travel, marketing, communications, management, finance, administrative and occupancy costs. SG&A expenses decreased by 10.6% during the six months ended June 30, 2020 as compared to the six months ended June 30, 2019, decreasing as a percentage of revenues to 17.3% during the 2020 period as compared to 19.3% in the 2019 period. The decrease, as a percentage of revenues, was due primarily to the \$117 million incremental accrual in 2019 related to the India Defined Contribution Obligation, as discussed in [Note 12](#) to our unaudited consolidated financial statements, a significant decrease in travel and entertainment costs as a result of a reduction in travel due to the COVID-19 pandemic and lower immigration costs, partially offset by the decline in revenues brought on by the COVID-19 pandemic and the impact of the ransomware attack on both revenues and costs.

Depreciation and Amortization Expense

Depreciation and amortization expense increased by 8.5% during the six months ended June 30, 2020 as compared to the six months ended June 30, 2019. The increase is due to procurement of additional computer equipment primarily to provision work-from-home arrangements and amortization of intangibles from recently completed acquisitions.

Restructuring Charges

Restructuring charges consist of our 2020 Fit for Growth Plan and our realignment program. Restructuring charges were \$126 million or 1.5%, as a percentage of revenues for the six months ended June 30, 2020, as compared to \$51 million or 0.6%, as a percentage of revenues for the six months ended June 30, 2019. For further detail on our restructuring charges see [Note 4](#) to our unaudited consolidated financial statements.

⁹ Constant currency revenue growth is not a measurement of financial performance prepared in accordance with GAAP. See “Non-GAAP Financial Measures” for more information.

Income from Operations and Operating Margin - Overall

Our operating margin and Adjusted Operating Margin¹⁰ decreased to 12.7% and 14.6%, respectively, for the six months ended June 30, 2020 from 14.0% and 16.1% for the six months ended June 30, 2019. Our GAAP and Adjusted Operating Margin¹⁰ were adversely impacted by an increase in costs related to our delivery personnel (including employees and subcontractors), the decline in revenues brought on by the COVID-19 pandemic and the impact of the ransomware attack on both revenues and costs. These impacts were partially offset by the depreciation of the Indian rupee against the U.S. dollar, a significant decrease in travel and entertainment expenses due to the COVID-19 pandemic, lower immigration costs and the cost savings generated as a result of our cost optimization strategy. In addition, our 2019 GAAP operating margin included a 2.9% negative impact of the incremental accrual in 2019 related to the India Defined Contribution Obligation as discussed in [Note 12](#) to our unaudited consolidated financial statements, while our 2020 GAAP operating margin was negatively impacted by higher restructuring charges as discussed in [Note 4](#) to our unaudited consolidated financial statements as well as COVID-19 Charges.

Excluding the impact of applicable designated cash flow hedges, the depreciation of the Indian rupee against the U.S. dollar positively impacted our operating margin by approximately 105 basis points, or 1.05 percentage points, during the six months ended June 30, 2020. Each additional 1.0% change in exchange rate between the Indian rupee and the U.S. dollar will have the effect of moving our operating margin by approximately 18 basis points or 0.18 percentage points.

We enter into hedges of certain Indian rupee denominated payments in India, which are intended to mitigate the volatility of the changes in the exchange rate between the U.S. dollar and the Indian rupee. During the six months ended June 30, 2020 the settlement of our cash flow hedges negatively impacted our operating margin by approximately 17 basis points or 0.17 percentage points while the settlement of cash flow hedges during the six months ended June 30, 2019 had an immaterial impact on our operating margin.

Segment Operating Profit

Segment operating profits were as follows for the six months ended June 30:

| | 2020 | Operating Margin % | 2019 | Operating Margin % | Increase / (Decrease) |
|--------------------------------------|-----------------------|-----------------------|-----------------|-----------------------|--------------------------|
| | (Dollars in millions) | | | | |
| Financial Services | \$ 746 | 26.2 | \$ 807 | 27.7 | \$ (61) |
| Healthcare | 626 | 26.6 | 651 | 28.3 | (25) |
| Products and Resources | 498 | 27.3 | 489 | 26.6 | 9 |
| Communications, Media and Technology | 364 | 30.2 | 358 | 29.8 | 6 |
| Total segment operating profit | 2,234 | 27.2 | 2,305 | 27.9 | (71) |
| Less: unallocated costs | 1,188 | | 1,147 | | 41 |
| Income from operations | <u>\$ 1,046</u> | 12.7 | <u>\$ 1,158</u> | 14.0 | <u>\$ (112)</u> |

In our Financial Services and Healthcare segments, operating margins were negatively impacted by an increase in costs related to our delivery personnel (including employees and subcontractors) and the impact on revenues of the COVID-19 pandemic and the ransomware attack, partially offset by cost savings generated by our cost optimization initiatives and a significant decrease in travel and entertainment costs due to COVID-19 related reductions in travel. In our Products and Resources and Communications, Media and Technology segments, operating margins increased as a result of cost savings generated by our cost optimization initiatives and a significant decrease in travel and entertainment costs due to COVID-19 related reductions in travel, partially offset by an increase in costs related to our delivery personnel (including employees and subcontractors) and the negative impact of the COVID-19 pandemic on revenues. Additionally, 2019 operating margin in our Products and Resources segment was negatively affected by bankruptcy filings by several clients in that segment. The increase in unallocated costs in 2020 compared to 2019 is primarily due to a smaller shortfall in 2020 than in 2019 of incentive-based compensation as compared to target, higher restructuring costs, COVID-19 Charges and costs related to the ransomware attack, partially offset by the India Defined Contribution Obligation presented in unallocated costs in 2019.

¹⁰ Adjusted Operating Margin is not a measurement of financial performance prepared in accordance with GAAP. See “Non-GAAP Financial Measures” for more information and a reconciliation to the most directly comparable GAAP financial measure.

Other Income (Expense), Net

Total other income (expense), net consists primarily of foreign currency exchange gains and losses, interest income and interest expense. The following table sets forth total other income (expense), net for the six months ended June 30:

| | 2020 | 2019 | Increase/ Decrease |
|--|----------------|---------------|-----------------------|
| | (in millions) | | |
| Foreign currency exchange (losses) gains | \$ (107) | \$ 23 | \$ (130) |
| Gains (losses) on foreign exchange forward contracts not designated as hedging instruments | 3 | (5) | 8 |
| Foreign currency exchange gains (losses), net | (104) | 18 | (122) |
| Interest income | 78 | 93 | (15) |
| Interest expense | (15) | (13) | (2) |
| Other, net | — | 3 | (3) |
| Total other income (expense), net | <u>\$ (41)</u> | <u>\$ 101</u> | <u>\$ (142)</u> |

The foreign currency exchange gains and losses were primarily attributed to the remeasurement of the Indian rupee denominated net monetary assets and liabilities in our U.S. dollar functional currency India subsidiaries and, to a lesser extent, the remeasurement of other net monetary assets and liabilities denominated in currencies other than the functional currencies of our subsidiaries. The gains and losses on our foreign exchange forward contracts not designated as hedging instruments related to the realized and unrealized gains and losses on foreign exchange forward contracts entered into primarily to offset foreign currency exposure to non-U.S. dollar denominated net monetary assets and liabilities. The decrease in interest income of \$15 million was primarily attributable to a decrease in average invested balances and lower yields in 2020.

Provision for Income Taxes

The provision for income taxes decreased to \$276 million during the six months ended June 30, 2020 from \$309 million during the six months ended June 30, 2019 as a result of the decrease in the income before provision for income taxes, partially offset by a higher effective income tax rate. The effective income tax rate increased to 27.5% for the six months ended June 30, 2020 from 24.5% for the six months ended June 30, 2019 primarily driven by the depreciation of the Indian rupee against the U.S. dollar, which resulted in non-deductible foreign currency exchange losses on our unaudited consolidated statement of operations.

Net Income

Net income decreased to \$728 million for the six months ended June 30, 2020 from \$950 million for the six months ended June 30, 2019, representing 8.9% and 11.5% of revenues, respectively. The decrease in net income was driven by foreign exchange losses as well as lower income from operations.

Non-GAAP Financial Measures

The following table presents a reconciliation of each non-GAAP financial measure to the most comparable GAAP measure for the six months ended June 30:

| | 2020 | % of Revenues | 2019 | % of Revenues |
|---|-----------------|------------------|-----------------|------------------|
| (Dollars in millions, except per share amounts) | | | | |
| GAAP income from operations and operating margin | \$ 1,046 | 12.7 | \$ 1,158 | 14.0 |
| Realignment charges ⁽¹⁾ | 32 | 0.4 | 51 | 0.7 |
| 2020 Fit for Growth plan restructuring charges ⁽²⁾ | 94 | 1.1 | — | — |
| COVID-19 Charges ⁽³⁾ | 31 | 0.4 | — | — |
| Incremental accrual related to the India Defined Contribution Obligation ⁽⁴⁾ | — | — | 117 | 1.4 |
| Adjusted Income from Operations and Adjusted Operating Margin | <u>\$ 1,203</u> | <u>14.6</u> | <u>\$ 1,326</u> | <u>16.1</u> |
| GAAP diluted EPS | \$ 1.34 | | \$ 1.67 | |
| Effect of above adjustments, pre-tax | 0.29 | | 0.29 | |
| Non-operating foreign currency exchange (gains) losses, pre-tax ⁽⁵⁾ | 0.19 | | (0.03) | |
| Tax effect of above adjustments ⁽⁶⁾ | (0.04) | | (0.08) | |
| Adjusted Diluted EPS | <u>\$ 1.78</u> | | <u>\$ 1.85</u> | |

- (1) As part of the realignment program, during the six months ended June 30, 2020, we incurred employee retention costs and professional fees. See [Note 4](#) to our unaudited consolidated financial statements for additional information.
- (2) As part of our 2020 Fit for Growth plan, during the six months ended June 30, 2020, we incurred certain employee separation, employee retention and facility exit costs. See [Note 4](#) to our unaudited consolidated financial statements for additional information.
- (3) During the six months ended June 30, 2020, we incurred costs in response to the COVID-19 pandemic including a one-time bonus to our employees at the designation of associate and below in both India and the Philippines, costs to enable our employees to work remotely and provide medical staff and extra cleaning services for our facilities, partially offset by benefits provided to us by certain jurisdictions in which we operate. Most of the costs related to the pandemic are reported in "Cost of revenues" in our unaudited consolidated statements of operations.
- (4) In the first quarter of 2019, we recorded an accrual of \$117 million related to the India Defined Contribution Obligation as further described in [Note 12](#) to our unaudited consolidated financial statements.
- (5) Non-operating foreign currency exchange gains and losses, inclusive of gains and losses on related foreign exchange forward contracts not designated as hedging instruments for accounting purposes, are reported in "Foreign currency exchange gains (losses), net" in our unaudited consolidated statements of operations.
- (6) Presented below are the tax impacts of each of our non-GAAP adjustments to pre-tax income:

| | Six Months Ended June 30, | |
|--|------------------------------|-------|
| | 2020 | 2019 |
| (in millions) | | |
| Non-GAAP income tax benefit (expense) related to: | | |
| Realignment charges | \$ 8 | \$ 13 |
| 2020 Fit for Growth Plan restructuring charges | 25 | — |
| COVID-19 Charges | 8 | — |
| Incremental accrual related to the India Defined Contribution Obligation | — | 31 |
| Foreign currency exchange gains and losses | (18) | 1 |

The effective tax rate related to each of our non-GAAP adjustments varies depending on the jurisdictions in which such income and expenses are generated and the statutory rates applicable in those jurisdictions.

Liquidity and Capital Resources

Our cash generated from operations has historically been our primary source of liquidity to fund operations and investments to grow our business. In addition, as of June 30, 2020, we had cash, cash equivalents and short-term investments of \$4,582 million. During the first quarter of 2020, we borrowed \$1.74 billion against our revolving credit facility in order to increase our cash on hand in the United States, as a large portion of our cash is held in India. This will allow us the flexibility to continue to help and support our clients during the COVID-19 pandemic and also to continue to invest in the business, both organically and inorganically.

The following table provides a summary of our cash flows for the six months ended June 30:

| | 2020 | 2019 | Increase / Decrease |
|---------------------------------|---------------|---------|------------------------|
| | (in millions) | | |
| Net cash provided by (used in): | | | |
| Operating activities | \$ 1,476 | \$ 844 | \$ 632 |
| Investing activities | (531) | 1,623 | (2,154) |
| Financing activities | 964 | (1,976) | 2,940 |

Operating activities

The increase in cash provided by operating activities for the six months ended June 30, 2020 compared to the same period in 2019 was primarily driven by deferrals of certain tax payments due to COVID-19 pandemic regulatory relief provided by several jurisdictions in which we operate and lower incentive-based compensation payouts.

We monitor turnover, aging and the collection of accounts receivable by client. Our DSO calculation includes receivables, net of allowance for doubtful accounts, and contract assets, reduced by the uncollected portion of our deferred revenue. Our DSO was 77 days as of both June 30, 2019 and 2020 and 73 days as of December 31, 2019. During the fourth quarter of 2019, we changed our policy with regard to the presentation of certain amounts due to customers, such as discounts and rebates, and retrospectively applied this policy to the calculation of DSO as of June 30, 2019. This change in policy had the effect of reducing our June 30, 2019 DSO by 2 days.

Investing activities

Net cash used in investing activities for the six months ended June 30, 2020 was driven by payments for acquisitions and outflows for capital expenditures, partially offset by net sales of investments. Net cash provided by investing activities for the six months ended June 30, 2019 was driven by net sales of investments partially offset by payments for acquisitions and outflows for capital expenditures.

Financing activities

The cash provided by financing activities for the six months ended June 30, 2020 compared to cash used in financing activities in the six months ended June, 2019 is primarily a result of our borrowing against the revolving credit facility and lower repurchases of common stock in the six months ended June 30, 2020 as compared to the six months ended June 30, 2019.

We have a Credit Agreement providing for a \$750 million Term Loan and a \$1,750 million unsecured revolving credit facility, which are due to mature in November 2023. We are required under the Credit Agreement to make scheduled quarterly principal payments on the Term Loan.

The Credit Agreement requires interest to be paid, at our option, at either the ABR or the Eurocurrency Rate (each as defined in the Credit Agreement), plus, in each case, an Applicable Margin (as defined in the Credit Agreement). Initially, the Applicable Margin is 0.875% with respect to Eurocurrency Rate loans and 0.00% with respect to ABR loans. Subsequently, the Applicable Margin with respect to Eurocurrency Rate loans may range from 0.75% to 1.125%, depending on our public debt ratings (or, if we have not received public debt ratings, from 0.875% to 1.125%, depending on our Leverage Ratio, which is the ratio of indebtedness for borrowed money to Consolidated EBITDA, as defined in the Credit Agreement). Our Credit Agreement also provides a mechanism for determining an alternative rate of interest to the Eurocurrency rate after LIBOR is no longer available. The outstanding balance under our revolving credit facility as of June 30, 2020 is a Eurocurrency Rate loan with a maturity of November 2023 and an Interest Period (as defined in the Credit Agreement) of one month.

The Credit Agreement contains customary affirmative and negative covenants as well as a financial covenant. The financial covenant is tested at the end of each fiscal quarter and requires us to maintain a Leverage Ratio not in excess of 3.50 to 1.00, or for a period of up to four quarters following certain material acquisitions, 3.75 to 1.00. We were in compliance with all debt covenants and representations of the Credit Agreement as of June 30, 2020.

In February 2020, our India subsidiary renewed its one-year 13 billion Indian rupee (\$172 million at the June 30, 2020 exchange rate) working capital facility, which requires us to repay any balances drawn down within 90 days from the date of disbursement. There is a 1.0% prepayment penalty applicable to payments made prior to 30 days after disbursement. This working capital facility contains affirmative and negative covenants and may be renewed annually in February.

During the six months ended June 30, 2020, we returned \$793 million to our stockholders through \$551 million in share repurchases under our stock repurchase program and \$242 million in dividend payments. We have not repurchased any shares since April 30, 2020. We review our capital return plan on an ongoing basis, considering the potential impacts of COVID-19 pandemic, our financial performance and liquidity position, investments required to execute our strategic plans and initiatives, acquisition opportunities, the economic outlook, regulatory changes and other relevant factors. As these factors may change over time, the actual amounts expended on stock repurchase activity, dividends, and acquisitions, if any, during any particular period cannot be predicted and may fluctuate from time to time.

Other Liquidity and Capital Resources Information

We seek to ensure that our worldwide cash is available in the locations in which it is needed. As part of our ongoing liquidity assessments, we regularly monitor the mix of our domestic and international cash flows and cash balances. As of June 30, 2020, the amount of our cash, cash equivalents and short-term investments held outside the United States was \$3,603 million, of which \$2,098 million was in India. We evaluate on an ongoing basis what portion of the non-U.S. cash, cash equivalents and short-term investments held outside India is needed locally to execute our strategic plans and what amount is available for repatriation back to the United States.

In March 2020, the Indian parliament enacted the Budget, which contains a number of provisions related to income tax, including a replacement of the DDT, previously due from the dividend payer, with a tax payable by the shareholder receiving the dividend. This provision reduces the tax rate applicable to us for cash repatriated from India. As of the first quarter of 2020, we limited our indefinite reinvestment assertion to India earnings accumulated in prior years. Future events may occur, such as material changes in cash estimates, discretionary transactions, including corporate restructurings, and changes in applicable laws or interpretations of such laws, that may lead us to change our assertion.

On July 20, 2020, the U.S. Treasury Department and the Internal Revenue Service released final regulations related to the global intangible low-taxed income, or GILTI, high-tax exclusion. We are evaluating the potential impact of these regulations. While we do not anticipate a material impact on our overall income tax provision, the regulations may reduce our income taxes payable in 2020.

Given the dynamic nature of the COVID-19 pandemic, its future impact on our ongoing business, results of operations, liquidity needs and overall financial performance are difficult to estimate at this time. However, we expect our operating cash flows, cash and short-term investment balances to be sufficient to meet our operating requirements and service our debt for the next twelve months. Our ability to expand and grow our business in accordance with current plans, make acquisitions and form joint ventures, meet our long-term capital requirements beyond a twelve-month period and execute our capital return plan will depend on many factors, including the rate, if any, at which our cash flow increases, our ability and willingness to pay for acquisitions and joint ventures with capital stock and the availability of public and private debt and equity financing. We cannot be certain that additional financing, if required, will be available on terms and conditions acceptable to us, if at all.

Commitments and Contingencies

See [Note 12](#) to our unaudited consolidated financial statements.

Off-Balance Sheet Arrangements

Other than our foreign exchange forward and option contracts, there were no off-balance sheet transactions, arrangements or other relationships with unconsolidated entities or other persons in the six months ended June 30, 2020 that have, or are reasonably likely to have, a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Critical Accounting Estimates

Management's discussion and analysis of our financial condition and results of operations is based on our unaudited consolidated financial statements that have been prepared in accordance with GAAP. The preparation of these financial statements requires management to make estimates and assumptions that affect the amounts reported for assets and liabilities, including the recoverability of tangible and intangible assets, disclosure of contingent assets and liabilities as of the date of the financial statements, and the reported amounts of revenues and expenses during the reported period. On an on-going basis, we evaluate our estimates. The most significant estimates relate to the recognition of revenue and profits, including the application of the cost to cost method of measuring progress to completion for certain fixed-price contracts, income taxes, business combinations, valuation of goodwill and other long-lived assets and contingencies. We base our estimates on historical experience, current trends and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. The actual amounts may differ from the estimates used in the preparation of the accompanying unaudited consolidated financial statements. For a discussion of our critical accounting estimates, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended December 31, 2019. Our significant accounting policies are described in Note 1 to the audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2019.

Goodwill is tested for impairment at the reporting unit level on an annual basis and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. During the first quarter of 2020, COVID-19 negatively affected all major economic and financial markets and, although there is an extremely wide range of possible outcomes and the associated impact is highly dependent on variables that are difficult to forecast, we deemed the deterioration in general economic conditions sufficient to trigger an interim impairment testing of goodwill as of March 31, 2020. Our interim test results as of March 31, 2020 indicated that the fair values of all of our reporting units exceed their carrying values and thus, no impairment of goodwill existed as of March 31, 2020. No additional triggers for an interim impairment test have been identified since March 31, 2020. Due to the size of past acquisitions in our healthcare reporting unit, this reporting unit carries the most significant portion of our goodwill balance and has the least amount of excess fair value over its carrying value.

Recently Adopted and New Accounting Pronouncements

See [Note 1](#) to our unaudited consolidated financial statements.

Forward Looking Statements

The statements contained in this Quarterly Report on Form 10-Q that are not historical facts are forward-looking statements (within the meaning of Section 21E of the Exchange Act) that involve risks and uncertainties. Such forward-looking statements may be identified by, among other things, the use of forward-looking terminology such as "believe," "expect," "may," "could," "would," "plan," "intend," "estimate," "predict," "potential," "continue," "should" or "anticipate" or the negative thereof or other variations thereon or comparable terminology, or by discussions of strategy that involve risks and uncertainties. From time to time, we or our representatives have made or may make forward-looking statements, orally or in writing.

Such forward-looking statements may be included in various filings made by us with the SEC, in press releases or in oral statements made by or with the approval of one of our authorized executive officers. These forward-looking statements, such as statements regarding our anticipated future revenues or operating margin, earnings, capital expenditures, impacts to our business, financial results and financial condition as a result of the COVID-19 pandemic, anticipated effective income tax rate and income tax expense, liquidity, access to capital, capital return plan, investment strategies, cost management, realignment program, 2020 Fit for Growth Plan, plans and objectives, including those related to our digital practice areas, investment in our business, potential acquisitions, industry trends, client behaviors and trends, the outcome of regulatory and litigation matters, the incremental accrual related to the India Defined Contribution Obligation and other statements regarding matters that are not historical facts, are based on our current expectations, estimates and projections, management's beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control. Actual results, performance, achievements and outcomes could differ materially from the results expressed in, or anticipated or implied by, these forward-looking statements. There are a number of important factors that could cause our results to differ materially from those indicated by such forward-looking statements, including:

- economic and political conditions globally and in particular in the markets in which our clients and operations are concentrated;

- the significant and continuing adverse impact of the COVID-19 pandemic on our business, results of operations, liquidity and financial condition, and the potential for such impact being materially adverse to us as the pandemic continues to rapidly evolve and cause significant loss of life and interruption to the global economy;
- our ability to attract, train and retain skilled professionals, including highly skilled technical personnel to satisfy client demand and senior management to lead our business globally;
- challenges related to growing our business organically as well as inorganically through acquisitions, and our ability to achieve our targeted growth rates;
- our ability to achieve our profitability and capital return goals;
- our ability to successfully implement our 2020 Fit for Growth Plan and achieve the anticipated benefits from the plan;
- our ability to meet specified service levels or milestones required by certain of our contracts;
- intense and evolving competition and significant technological advances that our service offerings must keep pace with in the rapidly changing markets we compete in;
- legal, reputation and financial risks related to our recent ransomware attack and if we otherwise fail to protect client and/or Cognizant data from security breaches or cyberattacks;
- the effectiveness of our business continuity and disaster recovery plans and the potential that our global delivery capacity could be impacted;
- restrictions on visas, in particular in the United States, United Kingdom and EU, or immigration more generally, which may affect our ability to compete for and provide services to our clients;
- risks related to anti-outsourcing legislation, if adopted, and negative perceptions associated with offshore outsourcing, both of which could impair our ability to serve our clients;
- risks related to complying with the numerous and evolving legal and regulatory requirements to which we are subject in the many jurisdictions in which we operate;
- potential changes in tax laws, or in their interpretation or enforcement, failure by us to adapt our corporate structure and intercompany arrangements to achieve global tax efficiencies or adverse outcomes of tax audits, investigations or proceedings;
- potential exposure to litigation and legal claims in the conduct of our business;
- potential significant expense that would occur if we change our intent not to repatriate prior year Indian accumulated undistributed earnings; and
- the factors set forth in "Part I, Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2019, as updated by "[Part II, Item 1A. Risk Factors](#)" in this Quarterly Report on Form 10-Q for the quarter ended June 30, 2020.

You are advised to consult any further disclosures we make on related subjects in the reports we file with the SEC, including this report in the section titled "Part I, Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Part I, Item 1. Business" in our Annual Report on Form 10-K for the year ended December 31, 2019. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

There have been no material changes in our quantitative and qualitative disclosures about market risk from those disclosed in Part II, Item 7A, Quantitative and Qualitative Disclosures about Market Risk, in our Annual Report on Form 10-K for the fiscal year ended December 31, 2019, filed with the SEC on February 14, 2020.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Our management, under the supervision and with the participation of our chief executive officer and our chief financial officer, evaluated the design and operating effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of June 30, 2020. Based on this evaluation, our chief executive officer and our chief financial officer concluded that, as of June 30, 2020, our disclosure controls and procedures were effective.

Changes in Internal Control over Financial Reporting

No changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the fiscal quarter ended June 30, 2020 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

See [Note 12](#) to our unaudited consolidated financial statements.

Item 1A. Risk Factors

The risk factors disclosed in Part I, Item 1A, Risk Factors, in our Annual Report on Form 10-K for the fiscal year ended December 31, 2019 filed with the SEC on February 14, 2020 continue to apply to our business. The information presented below should be read in conjunction with the other risk factors disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2019.

The COVID-19 pandemic has had a significant and continuing adverse impact upon, and may have a material adverse impact upon, our business, liquidity, results of operations and financial condition.

The ongoing global COVID-19 pandemic has caused and continues to cause significant loss of life and interruption to the global economy, including the curtailment of activities by businesses and consumers in much of the world as governments and others seek to limit the spread of the disease, including through business and transportation shutdowns and restrictions on people's movement and congregation. Among other things, "stay at home", "shelter in place" and various states of "lockdown" in many countries around the world has meant that many of our and our clients' offices have been closed and employees have been working from home and many consumer-facing businesses have closed or are operating at a significantly reduced level to observe various social distancing requirements and government-mandated closures. The result has been a dramatic reduction in activity in the global economy, a reduction in demand for many products and services and significant adverse impacts to the financial markets, including the trading price of our common stock.

The COVID-19 pandemic has had a significant and continuing adverse impact upon, and may have a material adverse impact upon, our business, liquidity, results of operations and financial condition, including as a result of the following:

- *Reduced client demand for services* – The vast majority of our business is with clients in the United States, the United Kingdom and other countries in Europe, all regions that have been hard hit by the pandemic. Since March 2020, many of these countries have imposed restrictions on businesses and people, thus limiting economic activity. The timeframe for fully reopening their economies is uncertain and could be lengthy. This has reduced demand for our services, particularly from clients in the retail, consumer goods, travel and hospitality industries, and is likely to continue to result in reduced demand for our services as clients across many industries face reduced demand for their products and services as consumers and other businesses reduce spending, reduce business activity including through facility closures, production slowdowns, work from home arrangements and employee furloughs, financial pressure on their businesses and/or a need to reduce costs. Among other things, many of our clients have postponed, cancelled or scaled-back existing projects and not entered into or reduced the scope of potential projects, and may continue to do so. The inability to meet with current and prospective clients in person has limited and may continue to limit our ability to win work with current and prospective clients.
- *Client pricing pressure, payment term extensions and insolvency risk* – As clients face reduced demand for their products and services, reduce their business activity and face increased financial pressure on their businesses, we have faced and expect to continue to face downward pressure on our pricing and gross margins due to pricing concessions to clients and requests from clients to extend payment terms. In addition, some of our clients have requested and may continue to request extended payment terms, which may have an adverse on our cash flows from operations. We may also face a significantly elevated risk of client insolvency, bankruptcy or liquidity challenges where we may perform services and incur expenses for which we are not paid.
- *Delivery challenges* – Due to the closures of many of our and our clients' facilities, including as a result of various orders from national, state or local governments, sickness of employees or their families or the desire of employees to avoid contact with large groups of people, we have faced and may continue to face challenges delivering services to our clients and satisfying contractually agreed upon service levels. Two-thirds of our employees and the core of our delivery capabilities are in India, where the Indian government has imposed significant restrictions on movement since March and whose population density presents a very significant risk of the spread of the pandemic. We also have significant delivery operations in the Philippines, which has also had significant restrictions on movement since March. The impact of pandemic, particularly in India, but also in the Philippines and other countries where we have near-shore or onshore delivery operations for clients, as well as our in-country offices and offices of clients where our associates may normally work, has impacted and may continue to impact our ability to deliver services to clients,

particularly for those clients for whom work-from-home arrangements may not be possible. Our work-from-home arrangements for many of our employees may be unsuccessful in mitigating the impact of such closures and increase our exposure to security breaches or cyberattacks. The ransomware attack we were subject to in April 2020 compounded the challenges we faced in enabling work-from-home arrangements and resulted in setbacks and delays to such efforts. A significant worsening of the pandemic, particularly in India, or another security incident during the pandemic, could materially impair our ability to deliver services to clients to an extent that may have a material adverse impact to our business, liquidity, results of operations and financial condition.

- *Increased costs* – We face increased costs from the pandemic, including as a result of mitigation efforts such as enabling increased work-from-home capabilities and additional health and safety measures.
- *Diversion of and strain on management and other corporate resources* – Addressing the significant personal and business challenges presented by the pandemic, including various business continuity measures and the need to enable work-from-home arrangements for many of our associates, has demanded significant management time and attention and strained other corporate resources, and is expected to continue to do so. Among other things, this may adversely impact our client and associate development and our ability to execute our strategy and various transformation initiatives, and may increase our exposure to security breaches or cyberattacks.
- *Reduced employee morale and productivity* – The significant personal and business challenges presented by the pandemic, including the potentially life-threatening health risks to employees and their families and friends, the closures of schools and the unavailability of various services our employees may rely upon, such as childcare, are a cause of employee morale concerns and may adversely impact employee productivity.

The COVID-19 pandemic continues to rapidly evolve. The ultimate extent to which the outbreak impacts our business, liquidity, results of operations and financial condition will depend on future developments, which are highly uncertain and cannot be predicted with confidence, such as the transmission rate and geographic spread of the disease, the duration and extent of the pandemic, travel restrictions and social distancing in the United States, the United Kingdom, other countries in Europe, India, the Philippines and other countries, the duration and extent of business closures and business disruptions and the effectiveness of actions taken to contain, treat and prevent the disease. If we or our clients experience prolonged shutdowns or other business disruptions, our business, liquidity, results of operations, financial condition and the trading price of our common stock are likely to be materially adversely affected, and our ability to access the capital markets may be limited.

We face legal, reputational and financial risks resulting from the security incident we announced on April 20, 2020 and if we otherwise fall victim to security breaches or cyberattacks that may impact client and/or Cognizant data.

In order to provide our services and solutions, we depend on global information technology networks and systems, including those of third parties, to process, transmit, host and securely store electronic information (including our confidential information and the confidential information of our clients) and to communicate among our locations around the world and with our clients, suppliers and partners. Security breaches, employee malfeasance, or human or technological error create risks of shutdowns or disruptions of our operations and potential unauthorized access and/or disclosure of our or our clients' sensitive data, which in turn could jeopardize projects that are critical to our operations or the operations of our clients' businesses and have other adverse impacts on our business. For example, on April 20, 2020, we announced a security incident involving a Maze ransomware attack (see [Part I, Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations](#) for additional information regarding the security incident). The attack resulted in unauthorized access to certain data and caused significant disruption to our business. This included the disabling of some of our systems and disruption caused by our taking certain other internal systems and networks offline as a precautionary measure. The attack compounded the challenges we faced in enabling work-from-home arrangements during the COVID-19 pandemic and resulted in setbacks and delays to such efforts. Some of our clients experienced service disruptions due to our reliance on certain of the impacted systems and networks to perform work for clients and the impact to our systems and networks supporting work-from-home capabilities. In addition, some clients opted to suspend our access to their networks as a security precaution. In this circumstance, we are unable to continue providing services via client networks until access is restored. As a result of the fulfillment challenges caused by the ransomware attack, our year over year revenue growth for the second quarter was negatively impacted by approximately 90 basis points. We do not expect the attack to significantly impact our revenues for the remainder of 2020. Additionally, in the second quarter of 2020, we incurred \$24 million in costs related to the ransomware attack, and we will continue to incur significant incremental costs for the remediation of the security incident and investments to enhance our overall security environment. The lost revenue and containment, investigation, remediation, legal and other costs may exceed our insurance policy limits or may not be covered by insurance at all. Other actual and potential consequences include, but are not limited to, negative publicity, reputational damage, lost trust with customers, regulatory enforcement action, litigation that could result in financial judgments or the payment of settlement amounts and disputes with insurance carriers concerning coverage. In addition to the ransomware attack, we and the businesses we interact with face other threats to data and systems, including by perpetrators of random or targeted malicious cyberattacks, computer viruses, malware, worms, bot

attacks or other destructive or disruptive software and attempts to misappropriate client information and cause system failures and disruptions.

A security compromise of our information systems, such as the security incident announced in April 2020, or of those of businesses with whom we interact, that results in confidential information being accessed by unauthorized or improper persons, could harm our reputation and expose us to regulatory actions, client attrition due to reputational concerns or otherwise, containment and remediation expenses, and claims brought by our clients or others for breaching contractual confidentiality and security provisions or data protection laws. Monetary damages imposed on us could be significant and may impose costs in excess of insurance policy limits or not covered by our insurance at all. Techniques used by bad actors to obtain unauthorized access, disable or degrade service, or sabotage systems evolve frequently and may not immediately produce signs of intrusion, and we may be unable to anticipate these techniques or to implement adequate preventative measures. In addition, a security breach could require that we expend substantial additional resources related to the security of our information systems, diverting resources from other projects and disrupting our businesses. Any remediation measures that we have taken or that we may undertake in the future in response to the security incident announced in April 2020 or other security breaches may be insufficient to prevent future attacks.

We are required to comply with increasingly complex and changing data security and privacy regulations in the United States, the United Kingdom, the European Union and in other jurisdictions in which we operate that regulate the collection, use and transfer of personal data, including the transfer of personal data between or among countries. For example, the European Union's General Data Protection Regulation has imposed stringent compliance obligations regarding the handling of personal data and has resulted in the issuance of significant financial penalties for noncompliance. In the United States, there have been proposals for federal privacy legislation and many new state privacy laws are on the horizon. Recently enacted legislation, such as the California Consumer Privacy Act, impose extensive privacy requirements on organizations governing personal information. Existing US sectoral laws such as the Health Insurance Portability and Accountability Act also impose extensive privacy and security requirements on organizations operating in the healthcare industry, which Cognizant serves. Additionally, in India, the Personal Data Protection Bill, 2018 was recently cleared for introduction in the current session of the Indian Parliament. If enacted in its current form it would impose stringent obligations on the handling of personal data, including certain localization requirements for sensitive data. Other countries have enacted or are considering enacting data localization laws that require certain data to stay within their borders. We may also face audits or investigations by one or more domestic or foreign government agencies or our clients pursuant to our contractual obligations relating to our compliance with these regulations. Complying with changing regulatory requirements requires us to incur substantial costs, exposes us to potential regulatory action or litigation, and may require changes to our business practices in certain jurisdictions, any of which could materially adversely affect our business operations and operating results.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities

Our stock repurchase program, as amended by our Board of Directors in February 2020, allows for the repurchase of up to \$7.5 billion, excluding fees and expenses, of our Class A common stock through open market purchases, including under a 10b5-1 Plan or in private transactions, including through ASR agreements entered into with financial institutions, in accordance with applicable federal securities laws. The timing of repurchases and the exact number of shares to be purchased are determined by management, in its discretion, or pursuant to a 10b5-1 Plan, and will depend upon market conditions and other factors.

During the three months ended June 30, 2020, we repurchased \$40 million of our Class A common stock under our stock repurchase program pursuant to a 10b5-1 Plan that was in place prior to the COVID-19 pandemic. The stock repurchase activity under our stock repurchase program during the three months ended June 30, 2020 was as follows:

| Month | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Approximate Dollar Value of Shares that May Yet Be Purchased under the Plans or Programs (in millions) |
|--------------------------------|----------------------------------|------------------------------|--|--|
| April 1, 2020 - April 30, 2020 | | | | |
| Open market purchases | 887,616 | \$ 45.12 | 887,616 | \$ 1,818 |
| May 1, 2020 - May 31, 2020 | | | | |
| Open market purchases | — | — | — | 1,818 |
| June 1, 2020 - June 30, 2020 | | | | |
| Open market purchases | — | — | — | 1,818 |
| Total | <u>887,616</u> | <u>\$ 45.12</u> | <u>887,616</u> | |

During the three months ended June 30, 2020, we also purchased shares in connection with our stock-based compensation plans, whereby shares of our common stock were tendered by employees for payment of applicable statutory tax withholdings. For the three months ended June 30, 2020, such repurchases totaled 0.3 million shares at an aggregate cost of \$19 million.

Item 6. Exhibit Index

| | | EXHIBIT INDEX | | | | |
|---------------|--|----------------------------------|-----------------|----------------|-------------|--|
| | | <u>Incorporated by Reference</u> | | | | |
| Number | Exhibit Description | Form | File No. | Exhibit | Date | Filed or Furnished Herewith |
| 3.1 | Restated Certificate of Incorporation, dated June 5, 2018 | 8-K | 000-24429 | 3.1 | 6/7/2018 | |
| 3.2 | Amended and Restated Bylaws, as adopted on September 14, 2018 | 8-K | 000-24429 | 3.1 | 9/20/2018 | |
| 10.1 | Retirement, Death and Disability Policy, effective as of July 28, 2020. | | | | | Filed |
| 31.1 | Certification of principal executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | | | | | Filed |
| 31.2 | Certification of principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | | | | | Filed |
| 32.1 | Certification of principal executive officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. 1350 | | | | | Furnished |
| 32.2 | Certification of principal financial officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. 1350 | | | | | Furnished |
| 101.INS | Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document. | | | | | Filed |
| 101.SCH | Inline XBRL Taxonomy Extension Schema Document | | | | | Filed |
| 101.CAL | Inline XBRL Taxonomy Extension Calculation Linkbase Document | | | | | Filed |
| 101.DEF | Inline XBRL Taxonomy Extension Definition Linkbase Document | | | | | Filed |
| 101.LAB | Inline XBRL Taxonomy Extension Label Linkbase Document | | | | | Filed |
| 101.PRE | Inline XBRL Taxonomy Extension Presentation Linkbase Document | | | | | Filed |
| 104 | Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101) | | | | | Filed |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Cognizant Technology Solutions Corporation

Date: July 29, 2020

By: /s/ BRIAN HUMPHRIES

Brian Humphries,
Chief Executive Officer
(Principal Executive Officer)

Date: July 29, 2020

By: /s/ KAREN MCLOUGHLIN

Karen McLoughlin,
Chief Financial Officer
(Principal Financial Officer)

**Cognizant Technology Solutions Corporation
Retirement, Death and Disability Policy**

INTRODUCTION

This Cognizant Technology Solutions Corporation Retirement, Death and Disability Policy (as amended from time to time as provided below, the “Policy”) is established by Cognizant Technology Solutions Corporation, a Delaware corporation (including its successors, the “Company”) effective as of July 28, 2020, to provide (i) for the treatment of Awards held by Participants upon a Qualifying Termination, (ii) eligibility to earn a pro-rated Annual Bonus or unpaid prior-year Annual Bonus with respect to the year in which a Qualifying Termination occurs, and (iii) for payment by the Company for certain health benefits for a period of time following a Qualifying Termination, where applicable. This Policy amends and supersedes the Cognizant Technology Solutions Corporation Retirement Policy (as previously amended, the “Original Policy”) in its entirety.

**ARTICLE 1
DEFINITIONS**

Whenever the following terms are used in the Policy, they shall have the meanings specified below.

1.1 “Administrator” means the Board or a Committee thereof as may be appointed by the Board to administer the Policy (subject to and in accordance with Article 4 below).

1.2 “Annual Bonus” means the annual cash incentive or annual cash bonus that a Participant is eligible to earn (if any) based on the attainment of applicable performance objectives and continued service during an applicable Company fiscal year.

1.3 “Award” means any award of RSUs or PSUs granted under an applicable Company Equity Plan.

1.4 “Award Agreement” means any written agreement between the Company and a Participant (which may be in electronic format) memorializing any terms and conditions of an Award.

1.5 “Board” means the Board of Directors of the Company.

1.6 “Code” means the Internal Revenue Code of 1986, as amended, and the regulations and other official guidance promulgated thereunder.

1.7 “Committee” shall mean the Compensation Committee of the Board or such other committee or subcommittee of the Board as appointed by the Board.

1.8 “Company Equity Plan” means each of the Company’s 2017 Incentive Award Plan, as it may be amended or restated from time to time, and any future or successor equity compensation plan under which the Company grants RSUs and/or PSUs.

1.9 “Disability” shall mean that the Participant is unable to engage in any substantial gainful activity by reason of a medically determinable physical or mental impairment that can be expected to result in death or which has lasted or can be expected to last for a continuous period of not less than twelve (12) months. The permanence and degree of such impairment shall be supported by medical evidence. The Administrator may establish reasonable procedures for determining whether the Participant has a Disability.

1.10 “Eligible Award” means, unless otherwise set forth in an applicable Award Agreement: (i) any outstanding RSU Award or PSU Award granted on or after the effective date of the Original Policy, (ii) solely for purposes of a Qualifying Termination occurring as a result of a Participant’s death or Disability, any outstanding RSU Award granted prior to the effective date of the Original Policy; provided, that, notwithstanding the foregoing, unless otherwise set forth in the applicable Award Agreement, an Award shall cease to be an Eligible Award and shall not be covered by the Policy or eligible for any benefits hereunder if the Participant holding such Award terminates employment for any reason (including due to Qualifying Retirement, death or Disability) within six (6) months following the applicable Grant Date. For clarity, PSUs and RSUs with a Grant Date occurring prior to the effective date of the Original Policy shall not constitute Eligible Awards for purposes of any Qualifying Retirement hereunder.

1.11 “Grant Date” means the date on which the applicable Award is granted to the Participant by valid Company action.

1.12 “Non-Competition Agreement” means a written agreement between the Company and a Participant containing such non-competition, non-solicitation, non-disparagement, confidentiality, intellectual property and/or other restrictive covenants and terms and conditions as the Administrator may determine (which, for clarity, may be contained in or combined with a Release or other written agreement).

1.13 “Organizational Documents” shall mean, collectively, (a) the Company’s articles of incorporation, certificate of incorporation, bylaws or other similar organizational documents relating to the creation and governance of the Company, and (b) the Committee’s charter or other similar organizational documentation relating to the creation and governance of the Committee.

1.14 “Participant” means, except as otherwise limited by the terms of any Award Agreement, any Employee of the Company or any Subsidiary of the Company who serves in the role of Vice President or a more senior role than Vice President of the Company or any Subsidiary of the Company at the time of his or her Qualifying Termination, in any case, for so long as such individual holds an Eligible Award.

1.15 “PSU” means any restricted stock unit granted under a Company Equity Plan that is subject to one or more performance-based vesting conditions (which may be in addition to any service-based vesting conditions).

1.16 “Qualifying Retirement” means, unless otherwise determined by the Board, the Participant’s retirement from the Company that: (i) occurs on or after the date on which the Participant attains age fifty-five (55) and has completed ten (10) years of continuous employment with the Company or its Subsidiary, and (ii) occurs no earlier than three (3) months after the date on which the Participant provides the Company with written notice of the Participant’s retirement date. For the avoidance of doubt, if the Participant experiences a Termination of Service for any reason prior to the satisfaction of each of the requirements set forth in the preceding sentence, such Termination of Service shall not be deemed to have occurred by reason of the Participant’s Qualifying Retirement for purposes of this Policy.

1.17 “Qualifying Termination” means the Participant’s Termination of Service due to his or her Qualifying Retirement, death or Disability.

1.18 “Release” means a general release and waiver of claims in a form prescribed by the Administrator.

1.19 “RSU” means any restricted stock unit granted under a Company Equity Plan that is not subject to any performance-based vesting conditions (and, for clarity, may include any such restricted stock unit that is subject to service-based vesting conditions).

1.20 “Subsidiary” shall mean any entity (other than the Company), whether domestic or foreign, in an unbroken chain of entities beginning with the Company if each of the entities other than the last entity in the unbroken chain beneficially owns, at the time of the determination, securities or interests representing at least fifty percent (50%) of the total combined voting power of all classes of securities or interests in one of the other entities in such chain.

1.21 “Termination of Service” means a Participant’s termination of employment with the Company and any Subsidiaries of the Company (as applicable).

ARTICLE 2 TREATMENT OF ELIGIBLE AWARDS UPON RETIREMENT

2.1 Treatment of RSUs Upon a Qualifying Termination.

(a) *Qualifying Termination Due to Qualifying Retirement.* If a Participant experiences a Qualifying Termination due to a Qualifying Retirement, then all outstanding and unvested RSUs that are Eligible Awards held by such Participant as of the date of such Qualifying Termination shall, subject to and conditioned upon the Participant’s timely execution of a valid and effective Release and Non-Competition Agreement in connection with such Qualifying Termination, remain outstanding (notwithstanding any provisions contained in the applicable Company Equity Plan or Award Agreement to the contrary) and shall, subject to and conditioned upon the Participant’s continued compliance with the terms of the Release and Non-Competition Agreement, settle and be paid to such Participant following the Participant’s Qualifying

Termination in accordance with the vesting and payment/settlement terms contained in the applicable Award Agreement.

(b) *Qualifying Termination Due to Death.* If a Participant experiences a Qualifying Termination due to the Participant's death, then all outstanding and unvested RSUs that are Eligible Awards held by such Participant as of the date of such Qualifying Termination shall, subject to and conditioned upon the Participant's estate's timely execution of a valid and effective Release in connection with such Qualifying Termination, accelerate and become fully vested as of the date of such Qualifying Termination (notwithstanding any provisions contained in the applicable Company Equity Plan or Award Agreement to the contrary) and shall settle and be paid on or within thirty (30) days thereafter in accordance with the payment/settlement terms contained in the applicable Award Agreement.

(c) *Qualifying Termination Due to Disability.* If a Participant experiences a Qualifying Termination due to the Participant's Disability, then (i) all outstanding and unvested RSUs that are Eligible Awards granted on or after the effective date of the Original Policy and held by such Participant as of the date of such Qualifying Termination shall be treated as set forth in Section 2.1(a) above (subject to the conditions contained therein) and (ii) all outstanding and unvested RSUs that are Eligible Awards granted prior to the effective date of the Original Policy and held by such Participant as of the date of such Qualifying Termination shall be treated as set forth in Section 2.1(b) above (except that the treatment set forth in Section 2.1(b) above shall be subject to and conditioned upon the Participant's timely execution of a valid and effective Release and Non-Competition Agreement in connection with such Qualifying Termination).

2.2 **Treatment of PSUs Upon a Qualifying Termination.** If a Participant experiences a Qualifying Termination, then all outstanding and unvested PSUs that are Eligible Awards held by such Participant as of the date of such Qualifying Termination shall, subject to and conditioned upon the Participant's (or the Participant's estate's) timely execution in connection with such Qualifying Termination of a valid and effective Release and, in the case of a Qualifying Retirement or Disability only, Non-Competition Agreement, remain outstanding (notwithstanding any provisions contained in the applicable Company Equity Plan or Award Agreement to the contrary) and shall, subject to and conditioned upon the Participant's continued compliance with the terms of the Release and Non-Competition Agreement (if applicable), settle and be paid to such Participant (to the extent the applicable performance goals are attained (as determined in accordance with the applicable Award Agreement)) following the Participant's Qualifying Termination in accordance with the vesting and payment/settlement terms contained in the applicable Award Agreement, except that the number of PSUs that vest and are paid/settled on such date(s) shall be pro-rated by multiplying the number of PSUs that would have vested based solely on the actual attainment of applicable performance goals over the performance period (had the Participant satisfied all continued employment requirements) by a fraction, the numerator of which is the number of days from the beginning of the performance period applicable to such Award of PSUs through and including the Participant's Qualifying

Termination and the denominator of which is the total number of days comprising the full performance period applicable to such Award of PSUs.

2.3 **Annual Bonus Eligibility Upon a Qualifying Termination.** If a Participant experiences a Qualifying Termination (a) prior to the payment of an Annual Bonus for the year preceding such Qualifying Termination and the Participant would have been paid an Annual Bonus for such preceding year (taking into consideration the attainment or non-attainment of applicable performance goals) but for such Qualifying Termination, the Company shall pay to the Participant (or the Participant's estate) the Annual Bonus for the preceding year, or (b) during the second half of a Company fiscal year, the Participant (or the Participant's estate) shall be eligible to receive payment from the Company of a pro-rated Annual Bonus for the year in which the Qualifying Termination occurs (taking into consideration the attainment or non-attainment of applicable performance goals). Any pro-rated Annual Bonus (if any) payable to a Participant in accordance with the foregoing clause (b) of this Section shall be calculated by multiplying the full Annual Bonus that would have been paid to the Participant had the Participant remained employed with the Company through the applicable payment date (taking into consideration the attainment or non-attainment of applicable performance goals) by a fraction, the numerator of which equals the number of days during the applicable fiscal year that the Participant remained employed with the Company and the denominator of which equals 365 (or 366 if the fiscal year is a leap year). Any preceding-year Annual Bonus that becomes payable in accordance with the foregoing clause (a) of this Section shall be paid to the Participant (or the Participant's estate) at such time as annual bonuses are paid to the Company's senior management generally in the Participant's jurisdiction for such preceding year, and any pro-rated Annual Bonus that becomes payable in accordance with the foregoing clause (b) of this Section shall be paid to the Participant (or the Participant's estate) at such time as annual bonuses are paid to the Company's senior management generally in the Participant's jurisdiction for the year in which the Qualifying Termination occurs, in each case, subject to any deadlines that may apply under the relevant Annual Bonus program (and for clarity, any such amount payable to any U.S. Participant will in all events be paid within the "applicable 2 ½ month period" (within the meaning of Section 409A)). Notwithstanding the foregoing, a Participant's (or the Participant's estate's) right to the payment of any preceding-year Annual Bonus or pro-rated Annual Bonus hereunder, as applicable, shall be subject to and conditioned upon the Participant's (or the Participant's estate's) timely execution in connection with such Qualifying Termination of a valid and effective Release and, in the case of a Qualifying Retirement or Disability only, Non-Competition Agreement.

2.4 **Continuation of Health Benefits Upon a Qualifying Termination.** If, upon a Qualifying Termination, a Participant (or any dependent(s) of the Participant) is eligible for and timely elects continuation of health insurance pursuant to the Consolidated Omnibus Budget Reconciliation Act ("COBRA") or its equivalent in any jurisdiction outside of the U.S. where such an equivalent exists, then the Company will pay directly or reimburse to the Participant (in its discretion) the cost the COBRA premiums (or non-U.S. equivalent) determined based on the Participant's elections under the Company's group health plans, as in effect immediately prior to the Participant's Qualifying Termination (the "Health Benefits") for the applicable period based

on the Participant's seniority at the time of termination, as set forth below (the "Health Benefit Period"):

| Position | Health Benefit Period |
|-----------------------------------|------------------------------|
| Executive Vice President or above | 18 months |
| Senior Vice President | 12 months |
| Vice President | 6 months |

Notwithstanding the foregoing: (1) the Company's obligation to provide Health Benefits will immediately terminate if Participant becomes eligible for health insurance coverage through a subsequent employer (and Participant agrees to notify the Company promptly of any such eligibility), (2) if the Company determines, in its sole discretion, that providing coverage under this Section 2.4 would result in the imposition of excise or other penalty taxes for failure to comply with applicable law (including the non-discrimination requirements of the Patient Protection and Accountable Care Act of 2010, P.L. 111-148 (Mar. 23, 2010), and the Health Care and Education Reconciliation Act of 2010, P.L. 111-152 (Mar. 30, 2010) or any other applicable law), then the Company may alternatively pay the Participant (or the Participant's estate) a net taxable monthly payment equal to the then-applicable monthly premium otherwise payable/reimbursable for the Health Benefits, and (3) for clarity, if a Participant resides in a non-U.S. jurisdiction in which no COBRA equivalent law exists, then no Health Benefits (or amounts in lieu thereof) shall be paid or provided under this Section 2.4.

2.5 **Certain Breaches; Remedies.** If the Administrator determines that a Participant (or, if applicable, the Participant's estate) has breached an applicable Release and/or Non-Competition Agreement (if applicable) following a Qualifying Termination, in addition to (and without limitation of) any other available remedies, the Administrator may provide that any then-outstanding RSUs and/or PSUs held by such Participant, as well as any eligibility, right or interest in or to any Annual Bonus (or portion thereof) for the year during which a Qualifying Termination occurs or the year preceding a Qualifying Termination or any Health Benefits, in each case, will be immediately forfeited in whole or in part without payment therefor effective as of such breach and, in any such case, the Participant (or, if applicable, Participant's estate) shall have no further rights or interests in or with respect to any such RSUs, PSUs, Annual Bonus or Health Benefits thereafter.

ARTICLE 3 ADMINISTRATION

3.1 **Administration and Interpretation.** The Administrator shall administer the Policy (except as otherwise permitted herein). The Administrator is hereby authorized to take all actions and make all determinations contemplated by the Policy and to adopt, amend and repeal such administrative rules, guidelines and practices relating to the Policy as it shall deem advisable. The Administrator may correct any defect or ambiguity, supply any omission or reconcile any inconsistency in the Policy in the manner and to the extent it shall deem necessary or appropriate to carry the Policy into effect, as determined by the Administrator. The Administrator shall make all determinations under the Policy in its sole discretion and all such

determinations shall be final and binding on all persons having or claiming any interest in or with respect to the Policy (including any Award covered by the Policy). No member of the Administrator (or person acting on behalf of the Administrator) shall be liable for any action or determination made in good faith with respect to the Policy and/or any Eligible Award. All expenses and liabilities which members of the Administrator incur in connection with the administration of the Policy shall be borne by the Company.

3.2 **Action by the Administrator.** Unless otherwise established by the Board, set forth in any Organizational Documents or as required by applicable law, a majority of the Administrator shall constitute a quorum and the acts of a majority of the members present at any meeting at which a quorum is present, and acts approved in writing by all members of the Administrator in lieu of a meeting, shall be deemed the acts of the Administrator. Each member of the Administrator is entitled to, in good faith, rely or act upon any report or other information furnished to that member by any officer or other employee of the Company or any Subsidiary, the Company's independent certified public accountants, or any executive compensation consultant or other professional retained by the Company to assist in the administration of the Policy.

3.3 **Delegation of Authority.** To the extent permitted by applicable law, the Board may delegate any or all of its powers under the Policy to one or more Committees and/or one or more officers of the Company. The Board may terminate any such delegation at any time and/or re-vest in itself any previously delegated authority.

3.4 **Information.** To enable the Administrator to perform its functions, the Company shall supply full and timely information to the Administrator on all matters relating to the Eligible Awards held by Participants, their service, retirement, Termination of Service, and such other pertinent facts as the Administrator may require.

ARTICLE 4 MISCELLANEOUS

4.1 **Authority to Amend and Terminate.** Except as otherwise provided in this Section 5.1, the Policy may be wholly or partially amended or otherwise modified, suspended or terminated at any time and from time to time by the Board in its sole discretion, *provided*, that no such amendment or termination shall be taken to the extent that such amendment or termination would have a material and adverse impact on any Participants with respect to RSUs or PSUs outstanding and subject to the Policy, or with respect to any eligibility under the Policy to earn an Annual Bonus, or receive Health Benefits, in any case, as of the date of such amendment without the approval of at least a majority of the Participants covered by the Policy. Notwithstanding the foregoing, the Board may amend or modify the Policy as it deems necessary or appropriate to cause continued compliance with Section 409A in all events without the consent of any Participant.

4.2 **Participants Bound; Limited Applicability.** Any determination or other action taken by the Administrator with respect to the Policy, or any action authorized by or taken at the direction of the Administrator, in any case, in good faith, shall be binding and conclusive upon

all Participants and all other interested parties under the Policy. For clarity, unless otherwise expressly provided in a written agreement between the Company and any individual, in no event shall this Policy apply to any right other than an Eligible Award, including without limitation, any severance right or other incentive equity or other award.

4.3 **Governing Law and Severability**. The Policy shall be administered, interpreted and enforced under the internal laws of the State of Delaware without regard to conflicts of laws thereof or of any other jurisdiction. If any provision is held by a court of competent jurisdiction to be invalid or unenforceable for any reason, said illegality or invalidity shall not affect the remaining provisions hereof; instead, each provision shall be fully severable and the Policy shall be construed and enforced as if said illegal or invalid provision had never been included herein.

4.4 **Section 409A Compliance**. It is intended that this Policy shall be limited, construed and interpreted in accordance with Section 409A of the Code and the treasury regulations and other official guidance promulgated thereunder (together, "**Section 409A**"). It is also intended that to the extent that any payment or benefit described hereunder is subject to Section 409A, it shall be paid in a manner that will comply with Section 409A. Notwithstanding anything contained herein, none of the Company, its affiliates or Subsidiaries, the Board, the Committee or the Administrator: (a) makes any representation or warranty with respect to the tax treatment of the Policy or benefits provided under the Policy, (b) will have any obligation to take any action to prevent the assessment of any excise tax or penalty on any participant under or by operation of Section 409A or otherwise, or (c) will have any liability to any Participant or any other person or entity for such tax or penalty or for any early, retroactive or additional tax or penalty under or by operation of Section 409A or otherwise. If the Company determines that paying any amounts to a Participant in respect of his or her Eligible Awards, in respect of any Annual Bonus (or portion thereof) that he or she may be eligible to receive pursuant to this Policy or in respect of Health Benefits at the time(s) indicated in this Policy or any Award Agreement (as applicable) would be a prohibited distribution under Section 409A(a)(2)(B)(i) of the Code, then no such payment shall be paid to such Participant prior to the expiration of the six (6)-month period following such Participant's "separation from service" with the Company (within the meaning of Section 409A) if such Participant is a "specified employee" (within the meaning of Section 409A) on the date of her or her separation from service. If the payment of any such amount is delayed as a result of the previous sentence, then on the first business day following the end of such six (6)-month period (or such earlier date upon which such amount can be paid under Section 409A without resulting in a prohibited distribution, including as a result of such Participant's death), the Company shall pay to such Participant a lump-sum amount equal to the cumulative amounts that would have otherwise been payable to such Participant during such six (6)-month period (without interest). For purposes of Section 409A, any right to a series of installment payments pursuant to this Policy or any applicable Award Agreement shall be treated as a right to a series of separate payments, and each RSU or PSU (and any amounts payable in respect thereof) shall be treated separately from each other RSU and PSU (and any amounts arising in connection therewith).

4.5 **Unfunded Status**. The Policy is intended to be an "unfunded" plan for incentive compensation. With respect to any payments not yet made to a Participant pursuant to an

Award, nothing contained in the Policy shall give the Participant any rights that are greater than those of a general creditor of the Company or any Subsidiary.

4.6 **Indemnification**. To the extent permitted under applicable law and the Organizational Documents, each member of the Administrator shall be indemnified and held harmless by the Company from any loss, cost, liability, or expense that may be imposed upon or reasonably incurred by such member in connection with or resulting from any claim, action, suit, or proceeding to which he or she may be a party or in which he or she may be involved by reason of any action or failure to act pursuant to the Policy and against and from any and all amounts paid by him or her in satisfaction of judgment in such action, suit, or proceeding against him or her; provided he or she gives the Company an opportunity, at its own expense, to handle and defend the same before he or she undertakes to handle and defend it on his or her own behalf. The foregoing right of indemnification shall not be exclusive of any other rights of indemnification to which such persons may be entitled pursuant to the Organizational Documents, as a matter of law, or otherwise, or any power that the Company may have to indemnify them or hold them harmless.

4.7 **Relationship to other Benefits**. No payment pursuant to the Policy shall be taken into account in determining any benefits under any pension, retirement, savings, profit sharing, group insurance, welfare or other benefit plan of the Company or any Subsidiary, except to the extent otherwise expressly provided in writing in such other plan or an agreement thereunder.

4.8 **Expenses**. The expenses of administering the Policy shall be borne by the Company and its Subsidiaries.

4.9 **No Contract**. The adoption and maintenance of this Policy shall not be deemed to be a contract between the Company and any person or to be consideration for the employment of or service by any person. Nothing herein contained shall be deemed to give any person the right to be an employee or other service provider of the Company or its Subsidiaries or to restrict the right of the Company or its Subsidiaries to terminate the employment or service of such person at any time, with or without cause, nor shall this Policy be deemed to give the Company or any of its Subsidiaries the right to require any person to remain as an employee or other service provider of the Company or any of its Subsidiaries or to restrict any person's right to resign at any time.

4.10 **Headings; References to Sections of the Code**. The titles and headings of the Sections in the Policy are for convenience of reference only and, in the event of any conflict, the text of the Policy, rather than such titles or headings, shall control. References to sections of the Code shall include any amendment or successor thereto.

4.11 **Number and Gender**. Any reference in this Policy to the singular includes the plural where appropriate, and any reference in this Policy to the masculine gender includes the feminine and neuter genders where appropriate.

[Signature Page Attached]

The Company has caused this Policy document to be executed by a duly authorized officer on this 28 day of July, 2020, to be effective as of July 28, 2020.

COGNIZANT TECHNOLOGY SOLUTIONS
CORPORATION

By: /s/ Matthew W. Friedrich

Name: Matthew W. Friedrich

Title: Executive Vice President, General
Counsel and Chief Corporate Affairs
Officer

[Signature Page to Retirement, Death and Disability Policy]

CERTIFICATION

I, Brian Humphries, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Cognizant Technology Solutions Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: July 29, 2020

/s/ Brian Humphries

Brian Humphries,
Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION

I, Karen McLoughlin, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Cognizant Technology Solutions Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: July 29, 2020

/s/ Karen McLoughlin

Karen McLoughlin,
Chief Financial Officer
(Principal Financial Officer)

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002***

In connection with the Quarterly Report on Form 10-Q of Cognizant Technology Solutions Corporation (the “Company”) for the period ended June 30, 2020 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned, Brian Humphries, Chief Executive Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: July 29, 2020

/s/ Brian Humphries

Brian Humphries,
Chief Executive Officer
(Principal Executive Officer)

* A signed original of this written statement required by Section 906 has been provided to Cognizant Technology Solutions Corporation and will be retained by Cognizant Technology Solutions Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002***

In connection with the Quarterly Report on Form 10-Q of Cognizant Technology Solutions Corporation (the "Company") for the period ended June 30, 2020 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Karen McLoughlin, Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: July 29, 2020

/s/ Karen McLoughlin

Karen McLoughlin,
Chief Financial Officer
(Principal Financial Officer)

* A signed original of this written statement required by Section 906 has been provided to Cognizant Technology Solutions Corporation and will be retained by Cognizant Technology Solutions Corporation and furnished to the Securities and Exchange Commission or its staff upon request.