



Cognizant Technology Solutions


CTSH NASDAQ

IT Services / Consulting

Market Capitalization USD:

\$19,039.19 mm

CONCERN LEVEL: LOW

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Francisco D'Souza

Age: 43

CEO Since: 2007

	2009	2010	2011
Base Salary	\$518,400	\$539,100	\$566,500
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$590,216	\$816,968	\$908,248
Benefits and Perquisites	\$1,500	\$1,500	\$1,500
TOTAL ANNUAL COMPENSATION	\$1,110,116	\$1,357,568	\$1,476,248
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$0	\$0	\$0
Stock Awards	\$4,514,000	\$9,824,976	\$10,285,710
TOTAL COMPENSATION	\$5,624,116	\$11,182,544	\$11,761,958
Median of Other Named Executive Officers Total Compensation	\$2,613,670	\$4,055,453	\$4,260,582
Value Realized on Exercise of Stock Option	\$11,364,923	\$13,900,645	\$0
Value Realized on Vesting of Stock	\$1,586,673	\$3,830,667	\$10,473,578
TOTAL REALIZED EQUITY COMPENSATION	\$12,951,596	\$17,731,312	\$10,473,578

Proxy Date: 19 Apr 2012

Annual Meeting Date: 5 Jun 2012

Equity Reserves: 11.26%

Stock Option Run Rate: 0.02%

Cognizant Technology Solutions

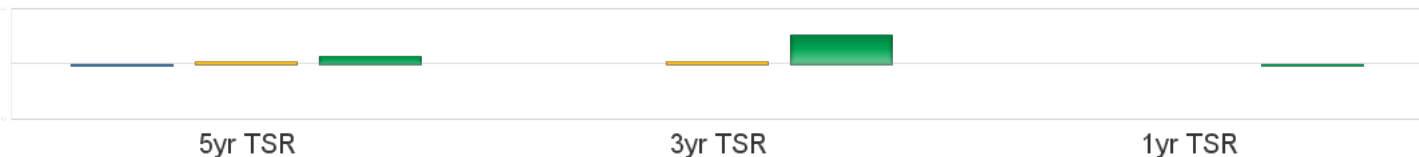
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Performance Comparison

■ S&P500 ■ Industry ■ CTSH



Peer Comparisons (TRBC) =IT Services / Consulting

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
CTSH	Cognizant Technology Solutions	\$5,624,116	\$11,182,544	\$11,761,958	\$19,039,189,567
EBAY	eBay Inc.	\$10,132,748	\$12,382,486	\$16,456,528	\$38,005,507,923
VMW	VMware, Inc.	\$1,735,267	\$5,501,370	\$1,565,625	\$33,926,468,879
YHOO	Yahoo! Inc.	\$47,229,273	\$11,946,834		\$16,628,601,765
NTAP	NetApp, Inc.	\$4,693,512	\$12,494,250		\$12,500,472,684
CTXS	Citrix Systems, Inc.	\$5,168,534	\$8,243,347	\$8,171,364	\$10,267,282,312
TDC	Teradata Corp.	\$3,525,119	\$7,334,099	\$6,809,521	\$9,009,099,000

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps.

Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Accenture Plc, Automatic Data Processing, Inc., CA, Inc., Computer Sciences Corporation, Convergys Corporation, Fidelity National Information Services, Inc., Fiserv, Inc., MasterCard, Inc., NetApp, Inc., SAIC, Inc., Symantec Corporation, Visa, Inc., and Yahoo! Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
John E. Klein	Chairman	70	Male	14	Outside Related
John N. Fox	Member	69	Male	5	Outside
Robert E. Weissman	Member	71	Male	11	Outside Related
Robert W. Howe	Member	65	Male	13	Outside Related

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