

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2020**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Commission file number: 001-35418**



**EPAM SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**22-3536104**

(I.R.S. Employer  
Identification No.)

**41 University Drive**

**Suite 202**

**Newtown**

**Pennsylvania**

(Address of principal executive offices)

**18940**

(Zip code)

**267-759-9000**

(Registrant's telephone number, including area code)

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

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Each Exchange on which Registered</u>
Common Stock, par value \$0.001 per share	EPAM	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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 and posted 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.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>	Emerging growth company	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting 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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

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

As of June 30, 2020 the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was approximately \$13,559,685,089 based on the closing sale price as reported on the New York Stock Exchange. Solely for purposes of the foregoing calculation, "affiliates" are deemed to consist of each officer and director of the registrant, and each person known to the registrant to own 10% or more of the outstanding voting power of the registrant.

As of February 12, 2021, there were 56,179,461 shares of common stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

The registrant intends to file a definitive Proxy Statement for its 2021 annual meeting of stockholders pursuant to Regulation 14A within 120 days of the end of the registrant's fiscal year ended December 31, 2020. Portions of the registrant's Proxy Statement are incorporated by reference into Part III of this Annual Report on Form 10-K. With the exception of the portions of the Proxy Statement expressly incorporated by reference, such document shall not be deemed filed with this Annual Report on Form 10-K.

EPAM SYSTEMS, INC.  
FORM 10-K  
FOR THE YEAR ENDED DECEMBER 31, 2020

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In this annual report, "EPAM," "EPAM Systems, Inc.," the "Company," "we," "us" and "our" refer to EPAM Systems, Inc. and its consolidated subsidiaries.

"EPAM" is a trademark of EPAM Systems, Inc. "ISO 9001:2015" and "ISO 27001:2013" are trademarks of the International Organization for Standardization. "ISAE" is a trademark of the International Federation of Accountants. All other trademarks and servicemarks used herein are the property of their respective owners.

Unless otherwise indicated, information contained in this annual report concerning our industry and the markets in which we operate, including our general expectations and market position, market opportunity and market share, is based on information from various sources (including industry publications, surveys and forecasts and our internal research), on assumptions that we have made, which we believe are reasonable, based on such data and other similar sources and on our knowledge of the markets for our services. The projections, assumptions and estimates of our future performance and the future performance of the industry in which we operate, are subject to a high degree of uncertainty and risk due to a variety of factors, including those described under "Item 1A. Risk Factors" and elsewhere in this annual report. These and other factors could cause results to differ materially from those expressed in the estimates included in this annual report.

## FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains estimates and forward-looking statements, principally in “Item 1. Business”, “Item 1A. Risk Factors” and “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations.” Our estimates and forward-looking statements are mainly based on our current expectations and estimates of future events and trends, which affect or may affect our businesses and operations. Those future events and trends may relate to, among other things, the anticipated impact of the COVID-19 pandemic and the effect that it may have on our revenues, operations, access to capital, profitability and customer demand, and civil unrest in the geographies where we operate. Although we believe that these estimates and forward-looking statements are based upon reasonable assumptions, they are subject to several risks, uncertainties and assumptions as to future events that may not prove to be accurate and are made in light of information currently available to us. Important factors, in addition to the factors described in this annual report, may materially and adversely affect our results as indicated in forward-looking statements. You should read this annual report and the documents that we have filed as exhibits hereto completely and with the understanding that our actual future results may be materially different from what we expect.

The words “may,” “will,” “should,” “could,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “intend,” “potential,” “might,” “would,” “continue” or the negative of these terms or other comparable terminology and similar words are intended to identify estimates and forward-looking statements. Estimates and forward-looking statements speak only as of the date they were made and, except to the extent required by law, we undertake no obligation to update, to revise or to review any estimate and/or forward-looking statement because of new information, future events or other factors. Estimates and forward-looking statements involve risks and uncertainties and are not guarantees of future performance. As a result of the risks and uncertainties described above, the estimates and forward-looking statements discussed in this annual report might not occur and our future results, level of activity, performance or achievements may differ materially from those expressed in these forward-looking statements due to, including, but not limited to, the factors mentioned above, and the differences may be material and adverse. Because of these uncertainties, you should not place undue reliance on these forward-looking statements.

## PART I

### **Item 1. Business**

#### **Company Background**

EPAM delivers end-to-end value to its customers by combining its core engineering and technology capabilities with business and experience consulting. We support our customers in a market that is constantly challenged by the pressures of digitization through our innovative and scalable software solutions, high quality business consulting and experience design, and a continually evolving mix of advanced capabilities. We focus on building long-term partnerships with our customers, enabling them to reimagine their businesses through a digital lens.

Our historical core competency, software development and product engineering services, combined with our work with global leaders in enterprise software platforms and emerging technology companies, created our foundation for the evolution of our other offerings, which include advanced technology software solutions, intelligent enterprise services and digital engagement. Our strategic acquisitions have expanded our geographic reach and service capabilities to include digital strategy and design, consulting and test automation and we expect our strategic acquisitions will continue to enable us to offer a broader range of services to our customers from a wide variety of locations.

#### **Business Strategy**

Our service offerings continuously evolve to provide more customized and integrated solutions to our customers where we combine best-in-class software engineering with customer experience design, business consulting and technology innovation services. We are continually expanding our service capabilities, moving beyond traditional services into business consulting, design and physical product development and areas such as artificial intelligence, robotics and virtual reality.

EPAM's key service offerings and solutions include the following practice areas:

##### ***Engineering***

Our engineering foundation underpins how we architect, build and scale next-generation software solutions and agile delivery teams. Our engineering expertise allows us to build enterprise technologies that improve business processes, offer smarter analytics and result in greater operational excellence through requirements analysis and platform selection, deep and complex customization, cross-platform migration, implementation and integration.

We use our experience, custom tools and specialized knowledge to integrate our customers' chosen application platforms with their internal systems and processes and to create custom solutions filling the gaps in their platforms' functionality in order to address the needs of the customers' users and customers. We address our customers' increased need for tighter enterprise integration between software development, testing and maintenance with private, public and mobile infrastructures through our infrastructure management services. These solutions cover the full lifecycle of infrastructure management including application, database, network, server, storage and systems operations management, as well as monitoring, incident notification and resolution. We deliver maintenance and support services through our proprietary distributed project management processes and tools, which reduce the time and costs related to maintenance, enhancement and support activities.

We have deep expertise and the ability to offer a comprehensive set of software product development services including product research, customer experience design and prototyping, program management, component design and integration, full lifecycle software testing, product deployment and end-user customization, performance tuning, product support and maintenance, managed services, as well as porting and cross-platform migration. We focus on software products covering a wide range of business applications as well as product development for multiple mobile platforms and embedded software product services.

##### ***Operations***

We turn our customers' operations into intelligent enterprise hubs with our proprietary platforms, integrated engineering practices and smart automation. Developing a digital experience or product from end-to-end requires input and expertise from a variety of professionals with a broad range of skills. Our multidisciplinary teams and global delivery framework come together to deliver well-rounded technology solutions that bring a competitive advantage to our customers. In addition to utilizing our dedicated delivery centers, which allow us to deploy key delivery talent, we work closely with leading companies in various industries to enable our customers to better leverage technology and address the simultaneous pressures of driving value for their consumer and offering a more engaging experience.

### **Optimization**

We turn process optimization into real transformation by using process automation and cognitive techniques to transform legacy processes and deliver streamlined operations that increase revenues and reduce costs for our customers. We rely on our teams, methodologies and tools to optimize every stage of software delivery for improved quality and better features with each release.

We maintain a dedicated group of testing and quality assurance professionals with experience across a wide range of technology platforms and industry verticals, who perform software application testing, test management, automation and consulting services focused on helping customers improve their existing software testing and quality assurance practices. We employ industry-recognized and proprietary defect tracking tools and frameworks to deliver a comprehensive range of testing services that identify threats and close loopholes to protect our customers' business systems from information loss.

### **Consulting**

Over the years, as a complement to our core engineering skills, we have added capabilities in business consulting to give us an agile, hybrid approach to the market. Our consulting services drive deeper relationships as we help our customers with larger and more complex challenges. Our integrated consulting teams – across Business, Experience, Technology and Data – apply a systems thinking mindset to get to the core of our clients' challenges. The functional business expertise of our professionals is supplemented by a thorough understanding of technology platforms and their interactions as well as application of data science and machine learning to deliver our best insights into our customers' business.

Our technical advisory services help customers stay ahead of current technology changes and innovate, where innovation beyond technology is also delivered through collaborative workshops, challenges and new organizational models.

### **Design**

We apply design thinking to digital and service strategy, user experience and the product lifecycle with a focus on innovative design ideas and product development. Our digital and service design practice provides strategy, design, creative and program management services for customers looking to improve the user experience.

We are continuously looking to strengthen and grow our design and consulting practices as evidenced by our 2018 strategic acquisitions of Continuum Innovation LLC, which enhances our consulting, physical design and product development capabilities, and Think Limited, which enhances our global product and design offerings.

### **Industry Expertise**

Strong industry-specific knowledge, backed by extensive experience merging technology with the business processes of our customers, allows us to deliver tailored solutions to various industry verticals. Our customers operate in five main industry verticals as well as a number of other verticals in which we are increasing our presence.

**Financial Services.** We have significant experience working with global investment banks, commercial and retail lending institutions, credit card and payment solution companies, trading platforms, wealth management institutions, fund operators, insurance companies and various other providers of financial services. We assist these customers with challenges stemming from new regulations, compliance requirements, customer-based needs and risk management. Our financial services domain experts have been recognized with industry awards for engineering and deploying unique applications and business solutions that facilitate growth, competitiveness, and customer loyalty while driving cost efficiency for global financial institutions.

**Travel and Consumer.** Our capabilities span a range of platforms, applications and solutions that businesses in travel and hospitality use to serve their customers, capture management efficiencies, control operating expenses and grow revenues. Some of the world's leading airlines, hotel providers and travel agencies rely on our knowledge in creating high-quality tools for operating and managing their business. Within this vertical, we also serve global, regional and local retailers, online retail brands, consumer goods manufacturers, distributors, and online marketplaces. We deliver a wide range of services to retail and e-commerce customers from complex system modernizations to leading edge innovations in multi-channel sales and distribution. We have transformed organizations to use technology to expand and revolutionize their business models. Our services directly impact the consumer experience of our customers' brands, and allow our customers to reach more consumers.

**Software and Hi-Tech.** We provide complex software product development services to meet software and technology companies' constant need for innovation and agility. We help some of the most prominent software brands in the world build, what we believe to be, the best software. Through our extensive experience with many industry leaders in Hi-Tech research and development, software engineering and integration, we have developed proprietary internal processes, methodologies and information technology infrastructure, which give us an edge when it comes to serving customers in the Hi-Tech and Software product markets. Our services span the complete software development lifecycle for software product development using our comprehensive development methodologies, testing, performance tuning, deployment, maintenance and support.

**Business Information and Media.** We help our business information and media customers build products and solutions for all modern platforms including web media streaming and mobile information delivery. Our solutions help customers develop new revenue sources, accelerate the creation, collection, packaging and management of content and reach broader audiences. We serve varied customers in this vertical including search engine providers, entertainment media, news providers, broadcasting companies, financial information providers, content distributors, knowledge management organizations and advertising networks.

**Life Sciences and Healthcare.** In the Life Sciences category, we partner with global pharmaceutical, medical technology and biotechnology companies to deliver sophisticated scientific informatics and innovative enterprise technology solutions. Our personnel in Life Sciences leverage their vast technology expertise to offer deep scientific and mathematical knowledge to broad-based initiatives. Our Life Sciences solutions enable customers to speed research and accelerate time-to-market while improving collaboration, knowledge management and operational excellence. We help our customers in the Healthcare industry respond to changing regulatory environments and improve the quality of care while managing the cost of care. Our professionals deliver an end-to-end experience that includes strategy, architecture, development and managed services to customers ranging from the traditional healthcare providers to innovative startups.

**Emerging Verticals.** We also serve the diverse technology needs of customers in the energy, telecommunications, automotive and manufacturing industries, as well as government customers. These customers are included in our Emerging Verticals, which are further discussed in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II of this Annual Report on Form 10-K.

## Customers

We maintain a geographically diverse client base in multiple industries. Our focus on delivering quality service is reflected in established relationships with many of our customers, with 58.5% and 26.1% of our revenues in 2020 coming from customers that had used our services for at least five and ten years, respectively. Our sustained growth and increased capabilities are furthered by both organic growth and strategic acquisitions. We continually evaluate potential acquisition targets that can expand our vertical-specific domain expertise, geographic footprint, service portfolio, client base and management expertise.

We remain committed to diversifying our client base and adding more customers to our client mix; however, the COVID-19 pandemic disrupted the economic landscape during 2020 and influenced business decisions of our existing and potential customers. We were able to capitalize on demand for our services at our larger customers whereas we realized less revenue growth from our smaller customers. However, over the long-term, we expect revenue concentration from our top customers to decrease.

The following table shows revenues from the top five and ten customers in the respective year as a percentage of revenues for that year:

	% of Revenues for Year Ended December 31,		
	2020	2019	2018
Top five customers	22.0 %	19.9 %	22.3 %
Top ten customers	30.9 %	29.1 %	31.6 %

See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II of this Annual Report on Form 10-K for additional information related to revenues.

See Note 16 "Segment Information" in the notes to our consolidated financial statements in this Annual Report on Form 10-K for information regarding long-lived assets and customer revenues by geographic location as well as financial information related to our reportable segments.

## Global Delivery Model

We believe the development of a robust global delivery model creates a key competitive advantage, enabling us to better understand and meet our customers' diverse needs and to provide a compelling value proposition. We continuously grow our delivery platform both organically and through strategically acquired locations and personnel with diversified skills that support our strategy. We had 36,737 delivery personnel as of December 31, 2020, which mainly includes our core information technology professionals as well as designers, consultants and scientists.

We serve our customers through on-site, off-site and offshore locations across the world and use strategically located delivery centers to offer a strong, diversified and cost-effective delivery platform. Our largest delivery centers are located in Belarus, Ukraine and Russia and our delivery model has not been materially affected by the political and economic uncertainty in these locations.

As of December 31, 2020, we had 9,638 delivery professionals located in Belarus. The majority of these delivery professionals are located in Minsk, the capital of Belarus, which is well-positioned to serve as a prime IT outsourcing destination given its strong industrial base and established educational infrastructure. Furthermore, the government in Belarus encourages investment in this sector through various long-term tax incentives.

Our locations in Ukraine and Russia offer many of the same benefits as Belarus, including educational infrastructure, availability of qualified software engineers and government support of the technology industry. As of December 31, 2020, we had 9,115 delivery professionals in Ukraine and 6,348 delivery professionals in Russia.

Our other significant locations with delivery professionals are the United States with 2,292, India with 2,052, Poland with 1,721, Hungary with 1,534, Mexico with 607, and China with 534 as of December 31, 2020.

## Human Capital

Our more than 41,000 employees are a key factor in our ability to grow our revenues and serve our customers. Therefore, our ability to identify, attract, hire and retain people who are highly skilled in information technology as delivery professionals, as well as individuals with appropriate skills to fill our executive, finance, legal, human resources and other key management positions, is critical to our success. We believe the quality of our employees serves as a key point of differentiation in how we deliver a superior value proposition to our customers and investors. To attract, retain and motivate our employees, we offer a challenging work environment, a culture that values the individual, ongoing skills development initiatives, attractive career advancement with continuous rotation and promotion opportunities while providing an environment and culture that rewards entrepreneurial initiative and performance. At December 31, 2020, 2019 and 2018, we had a total of 41,168, 36,739, and 30,156 employees, respectively. Of these employees, as of December 31, 2020, 2019 and 2018, respectively, 36,737, 32,561, and 26,760 of those employees were delivery professionals.

*Health, Safety, and Wellness:* We invest in programs designed to improve the physical, mental, and social well-being of our employees so we can offer a safe, welcoming, and productive workplace. Our health and safety programs are designed to comply with the regulations and address the conditions in the multiple jurisdictions where we have people and facilities, and further designed to be compatible with the working necessities of our delivery and administrative operations. In response to the COVID-19 pandemic, we implemented significant changes that were consistent with public health guidance and were in the best interest of our employees, our customers, and the communities where we work and live. Our primary changes were to ask the vast majority of our employees to work from home, to implement additional safety measures at our offices and delivery centers, and to develop new technologies for employees who were required to report to work in our or our customers' facilities.

Recognizing that the abrupt changes associated with the COVID-19 pandemic and remote working had the potential to significantly disrupt the work-life balance and wellness of our employees, we increased awareness of existing programs that focus on enhancing our employees' mental well-being. We also developed new programs, such as a parenting resource group where peers could share tips, resources, and ideas to support each other while schools and child and elder care facilities were closed, and broadcast live town hall-style forums where our senior leadership could listen to and quickly address employees' questions and concerns.

*Recruitment, Training and Utilization:* As an innovation-driven business in a competitive industry, our success depends on hiring the most talented employees in the industry and effectively training and deploying them using utilization practices and technologies to satisfy the demands of our customers. We actively monitor our utilization rates to balance the needs of our customers, the availability, location, and skill sets of our employees, and the need for our employees to engage in diverse and challenging work. We have dedicated full-time employees who oversee all aspects of our human capital management process including talent acquisition teams whose objective is to locate and attract qualified and experienced professionals around the world. We manage utilization through strategic hiring and efficiently staffing projects for our customers. At December 31, 2020, 2019 and 2018, the full year utilization rates of our delivery professionals were approximately 79.8%, 78.0%, and 78.1 %, respectively. We are continuously exploring new geographies and markets as sources of talent.

EPAM invests significant resources in training and developing our employees through our learning and development programs. Our largest learning and development investment has been directed towards developing our engineering talent, including targeted training programs, innovation labs, and significant internal production projects. Our employees consumed over 1.6 million learning hours in 2020. We deliver learning opportunities and content through our unique learning ecosystem that promotes learning in the daily workflow to improve retention and productivity, and through dedicated events, including our week-long global learning event, which featured approximately 200 online sessions. We have also built relationships with laboratories and technical universities so our employees can be exposed to the current thinking in academia. We regularly host or participate in “hackathons” so our employees can build technical skills and foster communities around specific technologies and areas of interest.

We deliver learning and development content through proprietary platforms that make learning and development content easily available to all of our employees. Our digital learning platform provides our employees with an interface to meet our employees’ learning and training needs and includes a recommendation engine that suggests courses and materials based on employee role, level, location and skills. Our electronic library platform makes books and publications available to all of our employees and we celebrate learning achievements through our recognition portal, where we promote our employees’ learning accomplishments and employees can recognize each other for their teamwork, initiative, and unique, valuable skills.

*Diversity and Inclusion:* EPAM provides our customers with the skills of our talented personnel, which includes people with varied and diverse backgrounds and characteristics, to drive innovation and thought diversity in delivering our services. We believe that innovation comes from the unique perspectives, knowledge, and experiences of our global employees, so we strive to create an inclusive culture by offering comprehensive language learning programs and providing structured education in communication skills and cultural sensitivity and awareness.

Increasing diversity in executive and key operational leadership roles is an organizational priority that starts at the top of our organization. For example, women currently represent approximately 29% of the independent directors on our Board. We have developed programs, both within EPAM and externally, so we can continuously retain and supply a pipeline of qualified, diverse candidates to foster our goals. Our programs include dedicating resources and personnel in our talent acquisition team to identify, recognize, and use diverse and inclusive sources for hiring, including associating with organizations that are focused on promoting underrepresented groups in engineering, IT, and business. We also developed the Emerging Engineers Lab, an internship program for entry-level talent sourced from a variety of diverse technology programs across the U.S. Participants who successfully complete the paid training program are ready to engage on billable customer engagements with the rest of our delivery professionals. We also supplemented our mandatory annual training with materials geared towards eliminating unconscious bias in our professional interactions.

Our employees have driven the creation of discussion forums focused on diversity and inclusion topics important to them and organized participation in global and local events, including International Women’s Day and Pride celebrations. Recognizing that improving the number of underrepresented people in the software and technology industries starts with access to science, technology, engineering, and mathematics (“STEM”) education, EPAM has associated with technical universities in our largest employee population geographies to bolster post-secondary STEM education. We also created the EPAM E-KIDS program where our employees volunteer their time to teach elementary school age children of any gender, race, or ethnic identity STEM concepts and introductory software coding skills. As of the end of 2020, we offered the EPAM E-KIDS program in 13 countries.

*Employee Engagement and Retention:* We are committed to respecting our employees' fundamental human rights at work and accordingly are a participant in the United Nations Global Compact. We believe that retaining skilled talent requires substantially more than meeting basic employment and labor rights, and that employees who are fairly compensated, feel supported in their career development, and are engaged with their employer are more likely to remain with that employer. That is why we strive to provide pay and benefits that demonstrate the value of our employees to us, including a competitive salary, flexible work-life balance, paid time off, health coverage, ongoing training programs, relocation options, and recognition opportunities for open source software contributions.



We believe that the career development programs we offer both attract new talent and help retain existing employees.

Our career development programs create detailed and progressive training plans for our employees and help them choose from internal and external training options, mentoring programs, and hands-on opportunities to experience emerging technology areas. These programs are housed in proprietary platforms that provide our employees with a framework for the skill development they will need to build their career path, identify skill gaps, and set professional development goals. We designed our career development programs to enable our employees to develop the best engineering practices and influence engineering culture, develop thought leadership in technical and strategic skills, and introduce them to leaders in the field at our industry conferences. Our career development programs also give our employees opportunities to earn accreditation and relevant expertise in various technology fields, including software and project management certifications and recognition and credentialing from the industry's primary software and cloud services providers.

EPAM focuses on retaining and engaging top talent by focusing on hiring people with the skill sets our customers need and who also fit our values so we can build long-term employee satisfaction. We endeavor to recruit for careers, not for short-term projects, and actively foster feedback from our employees so we can improve the EPAM employee experience, identify opportunities to strengthen our culture and improve retention, and help our people develop their careers. We believe our ability to effectively hire, engage, and retain high-skilled personnel is a principal competitive factor in our business, which is evidenced by our 2020 voluntary attrition rate of 10.8%, which decreased compared to our 2019 and 2018 voluntary attrition rate of 13.3 % and 14.8 %, respectively. Moreover, our employees have demonstrated their satisfaction with our approach by giving their highest ratings in our 2020 annual employee survey to the following areas: trust in management (93.4/100), good working environment (93.0/100), cooperation between teams (89.8/100), and employee contribution to EPAM's success (89.6/100). Receiving and responding to employee feedback plays a critical role in engaging and retaining our employees because it offers us an opportunity to improve our operations and for our employees to continually enhance their skills.

### **Sales and Marketing**

We market and sell our services through our senior management, sales and business development teams, account managers, and professional staff. Our client service professionals and account managers, who maintain direct customer relationships, play an integral role in engaging with current customers to identify and pursue potential business opportunities. This strategy has been effective in promoting repeat business and growth from within our existing customer base and we believe that our reputation as a reliable provider of software engineering solutions drives additional business from inbound requests and referrals. In addition to effective client management, our sales model also utilizes an integrated sales and marketing approach that leverages a dedicated sales team to identify and acquire new accounts.

We maintain a marketing team, which coordinates corporate-level branding efforts such as participation in and hosting of industry conferences and events as well as sponsorship of programming competitions. We have been recognized by many top global independent research agencies, such as Forrester, Gartner, Zinnov and HFS and by publications such as Forbes and Fortune.

### **Competition**

The markets in which we compete are changing rapidly and we face competition from both global technology solutions providers as well as those based primarily in specific geographies with lower cost labor such as Eastern Europe, India and China. We believe that the principal competitive factors in our business include technical expertise and industry knowledge, end-to-end solution offerings, a reputation for and a track record of high-quality and on-time delivery of work, effective employee recruiting, training and retention, responsiveness to customers' business needs, scale, financial stability and price.

We face competition from various technology services providers such as Accenture, Atos, Capgemini, Cognizant Technology Solutions, Deloitte Digital, DXC Technology, Exlservice, Genpact, GlobalLogic, Globant, HCL Technologies, HP Enterprise, IBM Services, Infosys, Mindtree, Perficient, Tata Consultancy Services, Virtusa Corporation, and Wipro, among others. Additionally, we compete with numerous smaller local companies in the various geographic markets in which we operate.

We believe that our focus on complex and innovative software product development solutions, our technical employee base, and our development and continuous improvement in process methodologies, applications and tools position us well to compete effectively in the future.

## **Quality Management and Information Security**

We are continuously investing in applications, tools and infrastructure to manage all aspects of our global delivery process in order to manage quality and security risks, while providing control and visibility across all project lifecycle stages both internally and to our customers. We maintain processes and infrastructure to protect our customers' and their customers' confidential and sensitive information and allocate resources to ensure information security, cybersecurity and data privacy. We have made significant investments in the appropriate people, processes and technology to establish and manage compliance with confidentiality policies, laws and regulations governing our activities, such as the European Union data protection legal framework referred to as the General Data Protection Regulation ("GDPR"), the California Consumer Privacy Act ("CCPA"), and others.

We focus on establishing stringent security standards and internal controls and meet the standards of ISO 27001:2013 and ISO 9001:2015. We are an ISAE 3402 Type 2 certified IT services provider. This certification is issued by an auditor in compliance with the globally recognized assurance standard. The certification, along with others we hold, provide our customers with independent third-party verification of our information security, quality management and general controls practices.

We have developed sophisticated project management techniques facilitated through our proprietary project management tools, a web-based collaborative environment for software development, which we consider critical for visibility into project deliverables, resource management, team messaging and project-related documents. These tools promote collaboration and effective oversight, reduce work time and costs, and increase quality for our IT management and our customers.

## **Corporate and Social Responsibility**

We are committed to integrating positive social, environmental and ethical practices into our business operations and strategy. This commitment is key to our continual development as a business and drives value for our employees, customers, business partners, the community and other stakeholders. We practice the principles established in our Code of Ethical Conduct by making positive contributions to the communities in which we operate and championing corporate social responsibility efforts.

Through our focused efforts in the areas of Education, Environment, and Community, we are committed to sharing the expertise and attributes of our highly skilled global workforce to effectively support the needs of, and positively add to the world at large and the communities where we work and live. By understanding our impact on local, regional and global communities, we strive to create positive change and opportunities in areas where it is needed most. Such efforts include our global technology education initiatives, through which we provide innovative, industry-relevant technology training and mentorship programs to students globally as well as through other technology conferences, seminars, and hackathon events where we encourage social innovation and jumpstart collaboration among our local tech communities. We maintain strong relationships with the leading technical institutions in Eastern Europe and we support these universities through EPAM-branded research labs, developing training courses and curriculum, providing teaching equipment and engaging students to identify their talents in information technology.

We believe responsible stewardship of the environment is critical, and we take this responsibility seriously. We continually strive to improve our environmental performance through implementation of sustainable development and environmental practices including recycling and upcycling electronics and computers and designing and releasing a carbon footprint calculator to our employees and the general public. In addition, as an innovation-driven business, EPAM's success depends on hiring the most talented employees in the industry. We are committed to respecting our employees' fundamental human rights at work. We similarly expect our suppliers, vendors, and subcontractors and all other third-party companies that comprise EPAM's supply chain to respect human rights and to avoid complicity in human rights abuses and have adopted a code of conduct for our suppliers and vendors accordingly.

## **Intellectual Property**

Protecting our intellectual property rights is important to our business. We have invested, and will continue to invest, in research and development to enhance our domain knowledge and create complex, specialized solutions for our customers. We rely on a combination of intellectual property laws, trade secrets, confidentiality procedures and contractual provisions to protect our intellectual property. We require our employees, vendors and independent contractors to enter into written agreements upon the commencement of their relationships with us, which assign to us all deliverable intellectual property and work product made, developed or conceived by them in connection with their employment or provision of services. These agreements also provide that any confidential or proprietary information disclosed or otherwise made available by us remains confidential.

We also enter into confidentiality and non-disclosure agreements with our customers. These customary agreements cover our use of our customers' software systems and platforms as our customers usually own the intellectual property in the products we develop for them. Furthermore, we often grant a nonexclusive license to our customers to use our pre-existing intellectual property, but only to the extent necessary to use the software or systems we develop for them.

## **Regulations**

Due to the industry and geographic diversity of our operations and services, our operations are subject to a variety of rules and regulations. Several foreign and U.S. federal and state agencies regulate various aspects of our business. See "Item 1A. Risk Factors — Risks Related to Regulation and Legislation." We are subject to laws and regulations in the United States and other countries in which we operate, including export restrictions, economic sanctions, the Foreign Corrupt Practices Act ("FCPA") and similar anti-corruption laws and data privacy regulations. Compliance with these laws requires significant resources and non-compliance may result in civil or criminal penalties and other remedial measures.

## **Corporate Information**

EPAM Systems, Inc. was incorporated in the State of Delaware on December 18, 2002. Our predecessor entity was founded in 1993. Our principal executive offices are located at 41 University Drive, Suite 202, Newtown, Pennsylvania 18940 and our telephone number is 267-759-9000. We maintain a website at <https://www.epam.com>. Our website and the information accessible through our website are not incorporated into this Annual Report on Form 10-K.

We make certain filings with the Securities and Exchange Commission ("SEC"), including our Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments and exhibits to those reports. We make such filings available free of charge through the Investor Relations section of our website, <https://investors.epam.com>, as soon as reasonably practicable after they are filed with the SEC. The filings are also available through the SEC's website at <https://www.sec.gov> which contains reports, proxy and information statements, and other information regarding issuers that file electronically through the SEC's EDGAR System.

## **Item 1A. Risk Factors**

Our operations and financial results are subject to various risks and uncertainties, which could adversely affect our business, financial condition, results of operations, cash flows, and the trading price of our common stock. Listed below, not necessarily in order of importance or probability of occurrence, are the most significant risk factors applicable to us. Additionally, forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified. See “Forward-Looking Statements.”

### **Risks Related to COVID-19**

***Our results of operations have been adversely affected and could in the future be materially adversely affected by the COVID-19 pandemic.***

The COVID-19 pandemic has created significant volatility in the price of our common stock, uncertainty in customer demand for our services, and widespread economic disruption. The extent to which the coronavirus pandemic will further impact our business, operations and financial results will depend on numerous factors that are frequently changing or unknown, and that we may not be able to accurately predict, including: the duration and scope of the pandemic; governmental, business and individuals’ responses or planned responses to the pandemic, including availability and administration rates of vaccines; the impact of the pandemic on economic activity and any interventions or government relief or stimulus intended to mitigate decreased economic activity; the effect on our customers and customer demand for our products, services, and solutions; our ability to sell and provide our products, services, and solutions, including as a result of travel restrictions, personnel working from home or with diminished technology and communication abilities, and social distancing; the ability of our customers to pay timely, if at all, for our services and solutions with or without discounts requested by our customers; bankruptcy or other insolvency procedures among our customers; and closures of our and our customers’ offices and facilities. The closure of our customers’ facilities, restrictions that prevent our customers from accessing those facilities or their own customers, and broad disruptions in our customers’ markets and customer base, has disrupted, and could continue to disrupt the demand for our products, services, and solutions and result in, among other things, termination of customer contracts, delays or interruptions in the performance of contracts, losses of revenues, and an increase in bad debt expense. Customers may also slow or halt decision making, delay planned work, or suspend, terminate, fail to renew, or reduce existing contracts or services. Travel and immigration restrictions may delay or prevent our personnel from accessing worksites, and work-from-home or remote working arrangements could reduce profitability or increase information security, cyber security and connectivity vulnerabilities. In addition, when COVID-19-related restrictions on businesses and consumers are eased, our ability to deliver services to our customers could be affected by any outbreak of illness among employees returning to our facilities or to our customers’ facilities. Moreover, there may be additional costs that we will have to incur in connection with further changes to, or a return to, normal operating conditions. To the extent the COVID-19 pandemic adversely affects our business and financial results, it may also have the effect of heightening many of the other risks described in this section of this Annual Report on Form 10-K for the year ended December 31, 2020, including, but not limited to, those relating to our operations in emerging markets, our ability to execute on our growth strategy through strategic acquisitions, our dependency on third parties for network infrastructure, attracting, hiring, and retaining personnel, the effects on movements in foreign currency exchange rates, and the effects that changes to fiscal, political, regulatory and other federal policies may have on EPAM, each of which could materially adversely affect our business, financial condition, results of operations and/or stock price.

## Risks Related to Our Personnel and Growth

***We may be unable to effectively manage our rapid growth or achieve anticipated growth, which could place significant strain on our management, systems, resources, and results of operations.***

We have grown rapidly and significantly expanded our business over the past several years, both organically and through strategic acquisitions. Our growth has resulted in part from managing larger and more complex projects for our customers, but consequently requires that we invest substantial amounts of cash in human capital and the infrastructure to support them, including training, administration, and facilities. Our rapid growth places significant demands on our management and our administrative, operational and financial infrastructure, and creates challenges, including:

- recruiting, training and retaining sufficiently skilled professionals and management personnel;
- planning resource utilization rates on a consistent basis and efficiently using on-site, off-site and offshore staffing;
- maintaining close and effective relationships with a larger number of customers in a greater number of industries and locations;
- controlling costs and minimizing cost overruns and project delays in delivery center and infrastructure expansion;
- effectively maintaining productivity levels and implementing process improvements across geographies and business units; and
- improving our internal administrative, operational and financial infrastructure.

We intend to continue our expansion and pursue available opportunities for the foreseeable future. As we introduce new services, enter into new markets, and take on increasingly large and complex projects, our business may face new risks and challenges. If customers do not choose us for large and complex projects or we do not effectively manage those projects, our reputation, business, and financial goals may be damaged. We need to generate business and revenues to support new investments and infrastructure projects. If the challenges associated with expansion negatively impact our anticipated growth and margins, our business, prospects, financial condition and results of operations could be materially adversely affected.

***We must successfully attract, hire, train and retain qualified personnel to service our customers' projects and we must productively utilize those personnel to remain profitable.***

Identifying, recruiting, hiring and retaining professionals with diverse skill sets across our broad geography of operations is critical to maintaining existing engagements and obtaining new business. If we are unable to recruit skilled professionals and if we do not deploy those professionals and use computers and other fixed-cost resources productively, our profitability will be significantly impacted. We must manage the utilization levels of the professionals that we hire and train by planning for future needs effectively and staffing projects appropriately while accurately predicting the general economy and our customers' need for our services. If we are unable to attract, hire, train, and retain highly skilled personnel and productively deploy them on customer projects, we will jeopardize our ability to meet our customers' expectations and develop ongoing and future business, which could adversely affect our financial condition and results of operations.

Competition for highly skilled professionals is intense in the markets where we operate, and we may experience significant employee turnover rates due to such competition. If we are unable to retain professionals with specialized skills, our revenues, operating efficiency and profitability will decrease. Cost reductions, such as reducing headcount, or voluntary departures that result from our failure to retain the professionals we hire, could negatively affect our reputation as an employer and our ability to hire personnel to meet our business requirements. Price increases resulting from increasing compensation to retain personnel could lead to a decline in demand for our services.

***There may be adverse tax and employment law consequences if the independent contractor status of some of our personnel or the exempt status of our employees is successfully challenged.***

In several countries, certain of our personnel are retained as independent contractors. The criteria to determine whether an individual is considered an independent contractor or an employee are typically fact sensitive and vary by jurisdiction, as can the interpretation of the applicable laws. If a government authority changes the applicable laws or a court makes any adverse determination with respect to independent contractors in general or one or more of our independent contractors specifically, we could incur significant costs, including for prior periods, for tax withholding, social security taxes or payments, workers' compensation and unemployment contributions, and recordkeeping, or we may be required to modify our business model, any of which could materially adversely affect our business, financial condition and results of operations and increase the difficulty in attracting and retaining personnel.

***Our success depends substantially on the continuing efforts of our senior executives and other key personnel, and our business may be severely disrupted if we lose their services.***

Our future success heavily depends upon the continued services of our senior executives and other key employees. If one or more of our senior executives or key employees are unable or unwilling to continue in their present positions, we may not be able to replace them easily or at all. If any of our senior executives or key personnel joins a competitor or forms a competing company, we may lose customers, suppliers, know-how and other key personnel to those competitors. If we are unable to attract new senior executives or key personnel due to the intense competition for talent in our industry, it could disrupt our business operations and growth.

***If we fail to integrate or manage acquired companies efficiently, or if acquisitions do not perform to our expectations, our overall profitability and growth plans could be materially adversely affected.***

Strategic acquisitions are part of our expansion strategy, but these transactions involve significant risks. Acquired companies may not advance our business strategy or achieve a satisfactory return on our investment, we may not be able to successfully integrate acquired employees and business culture, customer relationships, or operations, and acquisitions divert significant management attention and financial resources from our ongoing business. Furthermore, contracts between our acquisition targets and their customers may lack terms and conditions that adequately protect us against the risks associated with the services we provide, which may increase our potential exposure to damages. If not effectively managed, the disruption of our ongoing business, increases in our expenses, including significant one-time expenses and write-offs, and difficulty and complexity of effectively integrating acquired operations may adversely affect our overall growth and profitability.

### **Risks Related to Our Operations**

***Instability in geographies where we have significant operations and personnel or where we derive substantial amounts of revenue could have a material adverse effect on our business, customers, service delivery, and financial results.***

Several countries in which we operate are experiencing or may continue to experience civil and political unrest. More than half of our revenues come from customers located in North America, particularly the United States, and we have significant operations in the emerging market economies of Eastern Europe. We had almost 220 employees in Armenia as of December 31, 2020 and more than half of our global delivery, administrative, and support personnel are located in Ukraine, Russia, and Belarus.

In the United States, political and civil discord, the election of a new presidential administration, and popular and regulatory scrutiny of the technology companies that form a part of our customer base have resulted in a period of social instability and potentially lasting change in the technology industry. Belarus has experienced numerous and continued public protest activities and civil unrest since the presidential election in early August 2020, with active government and police-force intervention. The extent and duration of the instability in Belarus remains uncertain. Russia has also experienced similar public protest activities and civil unrest related to political matters with uncertain extent and duration. Continuing armed conflict in parts of eastern Ukraine and weak economic conditions that deteriorated because of the COVID-19 pandemic have fueled ongoing economic uncertainty in Ukraine, and Armenia and Azerbaijan recently agreed to a ceasefire after a long-term conflict erupted into open military engagement between the two countries in October 2020. Our personnel are not located in the volatile regions of Eastern Ukraine or Armenia. However, economic, civil, and political uncertainty exists and may continue in many of the regions where we operate and derive our revenue. International responses, including European Union and U.S. sanctions against officials, individuals, regions, and industries in Belarus, Ukraine and Russia, prolonged political and civil instability in the U.S, and each country's potential response to such sanctions and tensions could have a material adverse effect on our operations.

EPAM is actively monitoring and enhancing the security of our people and the stability of our infrastructure and the general infrastructure in the countries where we operate; and responding to outages in communications and internet availability according to our multilayer business continuity plans. To date we have not experienced any significant interruptions in our infrastructure, utility supply or internet connectivity needed to support our customers. We have developed and, in some cases, implemented additional contingency plans to relocate work and/or personnel to other locations and add new locations, as appropriate. Our business continuity plans are designed to address known contingency scenarios to ensure that we have adequate processes and practices in place to protect the safety of our people and to handle potential impacts to our delivery capabilities. Our crisis management procedures, business continuity plans, and disaster recovery capabilities may not be effective at preventing or mitigating the effects of prolonged or multiple crises, such as civil unrest, military conflict, and a pandemic in a concentrated geographic area. The current events in the regions where we operate and where we derive a significant amount of our business may pose security risks to our people, our facilities, our operations, and infrastructure, such as utilities and network services, and the disruption of any or all of them could materially adversely affect our operations and/or financial results. Whether in these countries or in others in which we operate, civil unrest, political instability or uncertainty, military activities, or broad-based sanctions, should they continue for the long term or escalate, could require us to rebalance our geographic concentrations and could have a material adverse effect on our operations.

***Increases in wages, equity compensation, and other compensation expenses could prevent us from sustaining our competitive advantage, increase our costs, and result in dilution to our stockholders.***

Wages for technology professionals in the emerging markets where we have significant operations and delivery centers are lower than comparable wages in more developed countries. However, wages in the technology industry in these countries may increase at a faster rate than in the past, which may make us less competitive unless we are able to increase the efficiency and productivity of our people. If we increase operations and hiring in more developed economies, our compensation expenses will increase because of the higher wages demanded by technology professionals in those markets. Wage inflation, whether driven by competition for talent or ordinary course pay increases, may also increase our cost of providing services and reduce our profitability if we are not able to pass those costs on to our customers or charge premium prices when justified by market demand.

We expect to continue our practice of granting equity-based awards under our stock incentive plans and paying other stock-based compensation. The expenses associated with stock-based compensation may make issuing equity awards under our equity incentive plans less attractive to us, but if we reduce the amount or value of equity award grants, we may not be able to attract and retain key personnel. Conversely, if we grant more or higher value equity awards to attract and retain key personnel, the equity compensation expenses could materially adversely affect our results of operations. New regulations, volatility in our stock, and dilution to our stockholders could diminish our use and the value of our equity-based awards. This could put us at a competitive disadvantage or cause us to reconsider our compensation practices.

***Our operations in emerging markets subject us to greater economic, financial, and banking risks than we would face in more developed markets.***

Our significant operations in emerging market economies in Eastern Europe, India and certain other Asian countries are vulnerable to market and economic volatility to a greater extent than more developed markets, which presents risks to our business and operations. A majority of our revenues are generated in North America and Western Europe. However, most of our personnel and delivery centers are located in lower cost locations, including emerging markets. This exposes us to foreign exchange risks relating to revenues, compensation, purchases, capital expenditures, receivables and other balance-sheet items. As we continue to leverage and expand our global delivery model into other emerging markets, a larger portion of our revenues and incurred expenses may be in currencies other than U.S. dollars. Currency exchange volatility caused by economic instability or other factors could materially impact our results. See “Item 7A. Quantitative and Qualitative Disclosures About Market Risk.”

The economies of certain emerging market countries where we operate have experienced periods of considerable instability and have been subject to abrupt downturns. We have cash in banks in countries such as Belarus, Russia, Ukraine, Kazakhstan, Georgia, Armenia and Uzbekistan, where the banking sector generally does not meet the banking standards of more developed markets, bank deposits made by corporate entities are not insured, and the banking system remains subject to instability. A banking crisis, or the bankruptcy or insolvency of banks that receive or hold our funds, particularly in Belarus, may result in the loss of our deposits or adversely affect our ability to complete banking transactions in that region. In addition, some countries where we operate may impose regulatory or practical restrictions on the movement of cash and the exchange of foreign currencies within their banking systems, which would limit our ability to use cash across our global operations and increase our exposure to currency fluctuations. Emerging market vulnerability, and especially its impact on currency exchange volatility and banking systems, could have a material adverse effect on our business, financial condition and results of operations.

***We face intense and increasing competition for customers and opportunities from onshore and offshore IT services and other consulting companies. If we are unable to compete successfully against competitors, pricing pressures or loss of market share could have a material adverse effect on our business.***

The market for our services is highly competitive, and we expect competition to persist and intensify. We face competition from offshore IT services providers in other outsourcing destinations with low wage costs such as India and China, as well as competition from large, global consulting and outsourcing firms and in-house IT departments of large corporations. Customers tend to engage multiple IT services providers instead of using an exclusive IT services provider, which could reduce our revenues or place significant downward pressure on pricing among competing IT services providers. Customers may prefer service providers that have more locations, more personnel, more experience in a particular country or market, or that are based in countries that are more cost-competitive or have the perception of being more stable than some of the emerging markets in which we operate.

Current or prospective customers may elect to perform certain services themselves or may be discouraged from transferring services from onshore to offshore service providers, which could harm our ability to compete effectively with competitors that provide services from within the countries in which our customers operate.

Some of our present and potential competitors may have substantially greater financial, marketing or technical resources; therefore, we may be unable to retain our customers or successfully attract new customers. Increased competition, our inability to compete successfully, pricing pressures or loss of market share could have a material adverse effect on our business.

***Complying with a wide variety of legal requirements in the jurisdictions where we operate can create risks to our operations and financial condition, including liquidation of the subsidiaries that operate our major delivery centers.***

Our global operations require us to comply with a wide variety of foreign laws and regulations, trade or foreign exchange restrictions or sanctions, inflation, unstable political and military situations, labor issues, and legal systems that make it more difficult to enforce intellectual property, contractual, or corporate rights. Certain legal provisions in Russia, Belarus, and Ukraine, where our local subsidiaries operate important delivery centers and employ a significant number of billable and support professionals, may allow a court to order liquidation of a locally organized legal entity on the basis of its formal noncompliance with certain requirements during formation, reorganization or during its operations. If we fail to comply with certain requirements, including those relating to minimum net assets, governmental or local authorities can seek the involuntary liquidation of our local subsidiaries in court, and creditors will have the right to accelerate their claims, demand early performance of legal obligations, and demand compensation for any damages. Involuntary liquidation of any of our subsidiaries could materially adversely affect our financial condition and results of operations.

***Our operating results may be negatively impacted by the loss of certain tax benefits provided to companies in our industry by the governments of Belarus and other countries.***

In Belarus, one local subsidiary is a member, along with other technology companies, of High-Technologies Park. Members have a full exemption from Belarus income tax and value added tax until 2049 and are taxed at reduced amounts on obligatory social contributions and a variety of other taxes. In Russia, our local subsidiary along with other qualified IT companies, benefit from paying obligatory social contributions to the government at a significantly reduced rate as well as an exemption from value added tax in certain circumstances. If these tax benefits are changed, terminated, not extended or comparable new tax incentives are not introduced, we expect that our operating expenses and/or our effective income tax rate could increase significantly, which could materially adversely affect our financial condition and results of operations. See “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations - Provision for Income Taxes.”

## **Risks Related to Regulation and Legislation**

***Existing policy and substantial changes to fiscal, political, regulatory and other federal policies may adversely affect our business and financial results.***

Changes in general economic or political conditions in the United States could adversely affect our business. Legacy U.S. policy with respect to a variety of issues, including international trade agreements, conducting business offshore, import and export regulations, tariffs and customs duties, foreign relations, immigration laws and travel restrictions, and corporate governance laws, could have a positive or negative impact on our business.



The majority of our professionals are offshore. Companies that outsource services to organizations operating in other countries remains a topic of political discussion in many countries, including the United States, which is our largest source of revenues. The United States Congress periodically proposes legislation that could impose restrictions on offshore outsourcing and on our ability to deploy employees holding U.S. work visas to customer locations, both of which could adversely impact our business. Such legislative measures could broaden restrictions on outsourcing by federal and state government agencies and contracts and impact private industry with tax disincentives, intellectual property transfer restrictions, and restrictions on the use or availability of certain work visas.

Some of our projects require our personnel to obtain visas to travel and work at customer sites outside of our personnel's home countries and often in the United States. Our reliance on visas to staff projects with employees who are not citizens of the country where the work is to be performed makes us vulnerable to legislative and administrative changes in the number of visas to be issued in any particular year and other work permit laws and regulations. The process to obtain the required visas and work permits can be lengthy and difficult and variations due to political forces and economic conditions in the number of permitted applications, as well as application and enforcement processes, may cause delays or rejections when trying to obtain visas. Delays in obtaining visas may result in delays in the ability of our personnel to travel to meet with and provide services to our customers or to continue to provide services on a timely basis. In addition, the availability of a sufficient number of visas without significant additional costs could limit our ability to provide services to our customers on a timely and cost-effective basis or manage our sales and delivery centers as efficiently as we otherwise could. Delays in or the unavailability of visas and work permits could have a material adverse effect on our business, results of operations, financial condition and cash flows.

***Changes in privacy and data protection regulations could expose us to risks of noncompliance and costs associated with compliance.***

EPAM is subject to the GDPR and the CCPA, each of which imposes significant restrictions and requirements relating to the processing of personal data. These and other national and international data protection laws are more burdensome than historical privacy standards, especially in the United States. The CCPA and GDPR each established complex legal obligations that organizations must follow with respect to the processing of personal data, including a prohibition on the transfer of personal information to third parties or to other countries, and the imposition of additional notification, security and other control measures.

Enforcement actions taken by the European Union data protection authorities, in the case of GDPR, or by individuals or the California regulatory authorities, in the case of the CCPA, as well as audits or investigations by one or more individuals, organizations, or foreign government agencies could result in penalties and fines for non-compliance or direct claims against us in the event of any loss or damage as a result of a breach of these regulations. The burden of compliance with additional data protection requirements may result in significant additional costs, complexity and risk in our services and customers may seek to shift the potential risks resulting from the implementation of data privacy legislation to us. We are required to establish processes and change certain operations in relation to the processing of personal data as a result of GDPR and CCPA, which may involve substantial expense and distraction from other aspects of our business.

***We are subject to laws and regulations in the United States and other countries in which we operate, including export restrictions, economic sanctions, the FCPA, and similar anti-corruption laws. Compliance with these laws requires significant resources and non-compliance may result in civil or criminal penalties and other remedial measures.***

We are subject to many laws and regulations that restrict our international operations, including laws that prohibit activities involving restricted countries, organizations, entities and persons that have been identified as unlawful actors or that are subject to U.S. sanctions. The U.S. Office of Foreign Assets Control, or OFAC, and other international bodies have imposed sanctions that prohibit us from engaging in trade or financial transactions with certain countries, businesses, organizations and individuals. We are also subject to the FCPA and anti-bribery and anti-corruption laws in other countries, all of which prohibit companies and their intermediaries from bribing government officials for the purpose of obtaining or keeping business or otherwise obtaining favorable treatment. We operate in many parts of the world that have experienced government corruption to some degree, and, in certain circumstances, strict compliance with anti-bribery laws may conflict with local customs and practices, although adherence to local customs and practices is generally not a defense under U.S. and other anti-bribery laws.

Our compliance program contains controls and procedures designed to ensure our compliance with the FCPA, OFAC and other sanctions, and laws and regulations. The continuing implementation and ongoing development and monitoring of our compliance program may be time consuming, expensive, and could result in the discovery of compliance issues or violations by us or our employees, independent contractors, subcontractors or agents of which we were previously unaware.

Any violations of these or other laws, regulations and procedures by our employees, independent contractors, subcontractors and agents, including third parties we associate with or companies we acquire, could expose us to administrative, civil or criminal penalties, fines or business restrictions, which could have a material adverse effect on our results of operations and financial condition and would adversely affect our reputation and the market for shares of our common stock and may require certain of our investors to disclose their investment in us under certain state laws.

### **Risks Related to Our Industry and Customers**

***We generally do not have long-term commitments from our customers, our customers may terminate contracts before completion or choose not to renew contracts, and we are not guaranteed payment for services performed under contract. A loss of business or non-payment from significant customers could materially affect our results of operations.***

Our ability to maintain continuing relationships with our major customers and successfully obtain payment for our services is essential to the growth and profitability of our business. However, the volume of work performed for any specific customer is likely to vary from year to year, especially since we generally are not our customers' exclusive IT services provider and we generally do not have long-term commitments from customers to purchase our services. We may also fail to adequately or accurately assess the creditworthiness of our customers. Our customers' ability to terminate engagements with or without cause and our customers' inability or unwillingness to pay for services we performed makes our future revenues and profitability uncertain. Although a substantial majority of our revenues are generated from customers who also contributed to our revenues during the prior year, our engagements with our customers are typically for projects that are singular in nature. Therefore, we must seek to obtain new engagements when our current engagements end.

There are a number of factors relating to our customers that are outside of our control, which might lead them to terminate or not renew a contract or project with us, or be unable to pay us, including:

- financial difficulties;
- corporate restructuring, or mergers and acquisitions activity;
- our inability to complete our contractual commitments and bill and collect our contracted revenues;
- change in strategic priorities or economic conditions, resulting in elimination of the impetus for the project or a reduced level of technology related spending;
- change in outsourcing strategy resulting in moving more work to the customer's in-house technology departments or to our competitors; and
- replacement of existing software with packaged software supported by licensors.

Termination or non-renewal of a customer contract could cause us to experience a higher than expected number of unassigned employees and thus compress our margins until we are able to reallocate our headcount. Customers that delay payment, request modifications to their payment arrangements, or fail to meet their payment obligations to us could increase our cash collection time, cause us to incur bad debt expense, or cause us to incur expenses in collections actions. The loss of any of our major customers, a significant decrease in the volume of work they outsource to us or price they are willing or able to pay us, if not replaced by new service engagements and revenue, could materially adversely affect our revenues and results of operations.

***Our revenues are highly dependent on a limited number of industries, and any decrease in demand for outsourced services in these industries could reduce our revenues and adversely affect our results of operations.***

A substantial portion of our customers are concentrated in five specific industry verticals: Financial Services; Software & Hi-Tech; Business Information & Media; Travel & Consumer; and Life Sciences & Healthcare. Our business growth largely depends on continued demand for our services from customers in these five industry verticals and other industries that we target or may target in the future, and also depends on trends in these industries to outsource the type of services we provide.

A downturn in any of our targeted industries, a slowdown or reversal of the trend to outsource IT services in any of these industries or the introduction of regulations that restrict or discourage companies from outsourcing could result in a decrease in the demand for our services and could have a material adverse effect on our business, financial condition and results of operations. Other developments in the industries in which we operate may increase the demand for lower cost or lower quality IT services and decrease the demand for our services or increase the pressure our customers put on us to reduce pricing. We may not be able to successfully anticipate and prepare for any such changes, which could adversely affect our results of operations.

Furthermore, developments in the industries we serve could shift customer demand to new services, solutions or technology. If our customers demand new services, solutions or technologies, we may be less competitive in these new areas or may need to make significant investments to meet that demand. Additionally, as we expand into serving new industry verticals, our solutions and technology may be used by, or generally affect, a broader base of customers and end users, which may expose us to new business and operational risks.

***If our pricing structures are based on inaccurate expectations and assumptions regarding the cost and complexity of performing our work, or if we are not able to maintain favorable pricing for our services, then our contracts could be unprofitable.***

We face a number of risks when pricing our contracts and setting terms with our customers. Our pricing is highly dependent on our internal forecasts, assumptions and predictions about our projects, the marketplace, global economic conditions (including foreign exchange volatility) and the coordination of operations and personnel in multiple locations with different skill sets and competencies. Larger and more complex projects that involve multiple engagements or stages heighten those pricing risks because a customer may choose not to retain us for additional stages or delay forecasted engagements, which disrupts our planned project resource requirements. If our pricing for a project includes dedicated personnel or facilities and the customer were to slow or stop that project, we may not be able to reallocate resources to other customers. Our pricing and cost estimates for the work that we perform may include anticipated long-term cost savings that we expect to achieve and sustain over the life of the contract. Because of such inherent uncertainties, we may underprice our projects, fail to accurately estimate the costs of performing the work or fail to accurately assess the risks associated with potential contracts, such as defined performance goals, service levels, and completion schedules. The risk of underpricing our services or underestimating the costs of performing the work is heightened in fixed-price contracts and in contracts that require our customer to receive a productivity benefit as a result of the services performed under the contract. If we fail to accurately estimate the resources, time or quality levels required to complete such engagements, or if the cost to us of employees, facilities, or technology unexpectedly increases, we could be exposed to cost overruns. Any increased or unexpected costs, delays or failures to achieve anticipated cost savings, or unexpected risks we encounter in connection with the performance of the services, including those caused by factors outside our control, could make these contracts less profitable or unprofitable.

Our industry is sensitive to the economic environment and the industry tends to decline during general economic downturns. Given our significant revenues from North America and Europe, if those economies further weaken or are slow to recover from their current condition, pricing for our services may be depressed and our customers may reduce or postpone their technology related spending significantly, which may in turn lower the demand for our services and negatively affect our revenues and profitability.

***We face risks associated with having a long selling and implementation cycle for our services that require us to make significant resource commitments prior to realizing revenues for those services.***

We have a long selling cycle for our services. Before potential customers commit to use our services, they require us to expend substantial time and resources educating them on the value of our services and our ability to meet their requirements. Therefore, our selling cycle is subject to many risks and delays over which we have little or no control, including our customers' decision to select another service provider or in-house resources to perform the services, the timing of our customers' budget cycles, and customer procurement and approval processes. If our sales cycle unexpectedly lengthens for one or more large projects, it could negatively affect the timing of our revenues and our revenue growth. In certain cases, we may begin work and incur costs prior to executing a contract, which may cause fluctuations in recognizing revenues between periods or jeopardize our ability to collect payment from customers.

Implementing our services also involves a significant commitment of resources over an extended period of time from both our customers and us. Our current and future customers may not be willing or able to invest the time and resources necessary to implement our services, and we may fail to close sales with potential customers despite devoting significant time and resources. Any significant failure to generate revenues or delays in recognizing revenues after incurring costs related to our sales or services processes could have a material adverse effect on our business.

***If we are unable to adapt to rapidly changing technologies, methodologies and evolving industry standards, we may lose customers and our business could be materially adversely affected.***

Rapidly changing technologies, methodologies and evolving industry standards are inherent in the market for our products and services. Our ability to anticipate developments in our industry, enhance our existing services, develop and introduce new services, provide enhancements and new features for our products, and keep pace with changes and developments are critical to meeting changing customer needs. Developing solutions for our customers is extremely complex and is expected to become increasingly complex and expensive in the future due to the introduction of new platforms, operating systems, technologies and methodologies. Our ability to keep pace with, anticipate or respond to changes and developments is subject to a number of risks, including that:

- we may not be able to develop new, or update existing services, applications, tools and software quickly or inexpensively enough to meet our customers' needs;
- we may find it difficult or costly to make existing software and products work effectively and securely over the internet or with new or changed operating systems;
- we may find it challenging to develop new, or update existing software, services, and products to keep pace with evolving industry standards, methodologies, and regulatory developments in the industries where our customers operate at a pace and cost that is acceptable to our customers; and
- we may find it difficult to maintain high quality levels with new technologies and methodologies.

We may not be successful in anticipating or responding to these developments in a timely manner, or if we do respond, the services, products, technologies or methodologies we develop or implement may not be successful in the marketplace. Further, services, products, technologies or methodologies that our competitors develop may render our services or products non-competitive or obsolete. Our failure to enhance our existing services and products and to develop and introduce new services and products to promptly address the needs of our customers could have a material adverse effect on our business.

***Undetected software design defects, errors or failures may result in loss of business or in liabilities that could materially adversely affect our business.***

Our software development solutions involve a high degree of technological complexity, have unique specifications and could contain design defects or software errors that are difficult to detect or correct. Errors or defects may result in the loss of current customers, revenues, market share, or customer data, a failure to attract new customers or achieve market acceptance, and could divert development resources and increase support or service costs. We cannot provide assurance that, despite testing by our customers and us, errors will not be found in the software products we develop or the services we perform. Any such errors could result in claims for damages against us, litigation, and reputational harm that could materially adversely affect our business.

***Security breaches and other disruptions to network security could compromise our information and expose us to liability, which would cause our business and reputation to suffer.***

In the ordinary course of business, we collect, store, process, transmit, and view sensitive or confidential data, including intellectual property, or proprietary business information or personally identifiable information belonging to us, our customers, respective employees, and other end users. This information is stored in our data centers and networks or in the data centers and networks of third-party providers. Physical security and the secure processing, maintenance and transmission of this information is critical to our operations and business strategy. Some of our customers are seeking additional assurances for the protection of their sensitive information, including personally identifiable information, and attach greater liability in the event that their sensitive information is disclosed.

Despite security measures, information technology and infrastructure may be vulnerable to attacks by hackers or breached due to human error, employee misconduct or malfeasance, system failure, or other disruptions. Any such breach could compromise our networks or the networks of our third-party providers and the information stored there could be accessed, held for ransom, publicly disclosed, misappropriated, lost or stolen. Such a breach, misappropriation, or disruption could also disrupt our operations and the services we provide to customers, damage our reputation, and cause a loss of confidence in our products and services, as well as require us to expend significant resources to protect against further breaches and to rectify problems caused by these events. Any such access, disclosure or other loss of information could result in legal claims or proceedings, liability under applicable laws, and regulatory penalties and could adversely affect our business, revenues and competitive position.

***If we cause disruptions to our customers' businesses, provide inadequate service, or breach contractual obligations, our customers may have claims for substantial damages against us and our reputation may be damaged. Our insurance coverage may be inadequate to protect us against such claims.***

If our professionals make errors in the course of delivering services or we fail to meet contractual obligations to a customer, these errors or failures could disrupt the customer's business or expose confidential or personally identifiable information. Any of these events could result in a reduction in our revenues, damage to our reputation, and could also result in a customer terminating our engagement and making claims for substantial damages against us. Some of our customer agreements do not limit our potential liability for occurrences such as breaches of confidentiality and intellectual property infringement indemnity, and we cannot generally limit liability to third parties with which we do not have a contractual relationship. In some cases, breaches of confidentiality obligations, including obligations to protect personally identifiable information, may entitle the aggrieved party to equitable remedies, including injunctive relief.

Although we maintain professional liability insurance, product liability insurance, commercial general and property insurance, business interruption insurance, workers' compensation coverage, and umbrella insurance for certain of our operations, our insurance coverage does not insure against all risks in our operations or all claims we may receive. Damage claims from customers or third parties brought against us or claims that we initiate due to the disruption of our business, litigation, or natural disasters, may not be covered by our insurance, may exceed the limits of our insurance coverage, and may result in substantial costs and diversion of resources even if insured. Some types of insurance are not available on reasonable terms or at all in some countries in which we operate, and we cannot insure against damage to our reputation. The assertion of one or more large claims against us, whether or not successful and whether or not insured, could materially adversely affect our reputation, business, financial condition and results of operations.

***A significant failure in our systems, telecommunications or IT infrastructure could harm our service model, which could result in a reduction of our revenues and otherwise disrupt our business.***

Our service model relies on maintaining active voice and data communications, online resource management, financial and operational record management, customer service and data processing systems between our customer sites, our delivery centers and our customer management locations. Our business activities may be materially disrupted in the event of a partial or complete failure of any of these technologies, which could be due to software malfunction, computer virus attacks, conversion errors due to system upgrades, damage from fire, earthquake, power loss, telecommunications failure, unauthorized entry, demands placed on internet infrastructure by growing numbers of users and time spent online, increased bandwidth requirements or other events beyond our control. Our crisis management procedures, business continuity, and disaster recovery plans may not be effective at preventing or mitigating the effects of such disruptions, particularly in the case of a catastrophic event. Loss of all or part of the infrastructure or systems for a period of time could hinder our performance or our ability to complete customer projects on time which, in turn, could lead to a reduction of our revenues or otherwise materially adversely affect our business and business reputation.

***Our ability to generate and retain business could depend on our reputation in the marketplace.***

Our services are marketed to customers and prospective customers based on a number of factors, including reputation. Our corporate reputation is a significant factor in our customers' evaluation of whether to engage our services. Our customers' perception of our ability to add value through our services is critical to the profitability of our engagements. We believe the EPAM brand name and our reputation are important corporate assets that help distinguish our services from those of our competitors and contribute to our efforts to recruit and retain talented employees.

Our corporate reputation is potentially susceptible to damage by actions or statements made by current or former customers and employees, competitors, vendors, adversaries in legal proceedings, government regulators, as well as members of the investment community and the media. There is a risk that negative information about us, even if untrue, could adversely affect our business, could cause damage to our reputation and be challenging to repair, could make potential or existing customers reluctant to select us for new engagements, and could adversely affect our recruitment and retention efforts. Damage to our reputation could also reduce the value and effectiveness of the EPAM brand name and could reduce investor confidence in us.

***We may not be able to prevent unauthorized use of our intellectual property, and our intellectual property rights may not be adequate to protect our business and competitive position.***

We rely on a combination of copyright, trademark, patent, unfair competition and trade secret laws, as well as intellectual property assignment and confidentiality agreements and other methods to protect our intellectual property rights. Protection of intellectual property rights and confidentiality in some countries in which we operate may not be as effective as in other countries with more developed intellectual property protections.

We require our employees and independent contractors to assign to us all intellectual property and work product they create in connection with their employment or engagement. These assignment agreements also obligate our personnel to keep proprietary information confidential. If these agreements are not enforceable in any of the jurisdictions in which we operate, we cannot ensure that we will own the intellectual property they create or that our proprietary information will not be disclosed. Our customers and certain vendors are generally obligated to keep our information confidential, but if these contractual obligations are not entered, or are breached or deemed unenforceable, our trade secrets, know-how or other proprietary information may be subject to unauthorized use, misappropriation or disclosure. Reverse engineering, unauthorized copying or other misappropriation of our and our customers' proprietary technologies, tools and applications could enable unauthorized parties to benefit from our or our customers' technologies, tools and applications without payment and may make us liable to our customers for damages and compensation, which could harm our business and competitive position.

We rely on our trademarks, trade names, service marks and brand names to distinguish our services and solutions from the services of our competitors. We have registered or applied to register many of these trademarks. Third parties may oppose our trademark applications, or otherwise challenge our use of our trademarks. In the event that our trademarks are successfully challenged, we could be forced to rebrand our services and solutions, which could result in loss of brand recognition, and could require us to devote additional resources to advertising and marketing new brands. Further, we cannot provide assurance that competitors will not infringe our trademarks, or that we will have adequate resources to enforce our trademarks. If we do enforce our trademarks and our other intellectual property rights through litigation, we may not be successful and the litigation may result in substantial costs and diversion of resources and management attention.

***We may face intellectual property infringement claims that could be time-consuming and costly to defend. If we fail to defend ourselves against such claims, we may lose significant intellectual property rights and may be unable to continue providing our existing services.***

Our success largely depends on our ability to use and develop our technology, tools, code, methodologies, products, and services without infringing the intellectual property rights of third parties, including patents, copyrights, trade secrets and trademarks. We may be unaware of intellectual property rights relating to our products or services that may give rise to potential infringement claims against us. If those intellectual property rights are potentially relevant to our service offerings, we may need to license those rights in order to continue to use the applicable technology, but the holders of those intellectual property rights may be unwilling to license those rights to us on commercially acceptable terms, if at all. There may also be technologies licensed to and relied on by us that if subject to infringement or misappropriation claims by third parties, may become unavailable to us if such third parties obtain an injunction to prevent us from delivering our services or using technology involving the allegedly infringing intellectual property.

We typically indemnify customers who purchase our products, services and solutions against potential infringement of third-party intellectual property rights, which subjects us to the risk and cost of defending the underlying infringement claims. These claims may require us to initiate or defend protracted and costly litigation on behalf of our customers, regardless of the merits of these claims, and our indemnification obligations are often not subject to liability limits or exclusion of consequential, indirect or punitive damages. Intellectual property litigation could also divert our management's attention from our business and existing or potential customers could defer or limit their purchase or use of our software product development services or solutions until we resolve such litigation. If any of these claims succeed, we may be forced to pay damages on behalf of our customers, redesign or cease offering our allegedly infringing products, services, or solutions, or obtain licenses for the intellectual property that such services or solutions allegedly infringe. If we cannot obtain all necessary licenses on commercially reasonable terms, our customers may be forced to stop using our services or solutions.

Any of these actions, regardless of the outcome of litigation or merits of the claim, could damage our reputation and materially adversely affect our business, financial condition and results of operations.

## General Risk Factors

### ***Our stock price is volatile.***

Our common stock has at times experienced substantial price volatility as a result of variations between our actual and anticipated financial results, announcements by our competitors and us, projections or speculation about our business or that of our competitors by the media or investment analysts or uncertainty about current global economic conditions. The stock market, as a whole, also has experienced price and volume fluctuations that have affected the market price of many technology companies in ways that may have been unrelated to these companies' operating performance. Furthermore, we believe our stock price should reflect future growth and profitability expectations and, if we fail to meet these expectations, our stock price may significantly decline.

Expense related to our liability-classified restricted stock units, which are subject to mark-to-market accounting, and the calculation of the weighted-average diluted shares outstanding in accordance with the treasury method are both affected by our stock price. Any fluctuations in the price of our stock will affect our future operating results.

***We may need additional capital, and a failure to raise additional capital on terms favorable to us, or at all, could limit our ability to grow our business and develop or enhance our service offerings to respond to market demand or competitive challenges.***

We believe that our current cash, cash flow from operations and revolving line of credit are sufficient to meet our anticipated cash needs for at least the next twelve months. We may, however, require additional cash resources due to changed business conditions or other future developments, including any investments or acquisitions that we may decide to pursue. If these resources are insufficient to satisfy our cash requirements, we may seek to sell additional equity or debt securities or obtain another or larger credit facility, and we cannot be certain that such additional financing would be available on terms acceptable to us or at all. The sale of additional equity securities could result in dilution to our stockholders, and additional indebtedness would result in increased debt service costs and obligations and could impose operating and financial covenants that would further restrict our operations.

### ***Our hedging program is subject to counterparty default risk.***

We enter into foreign currency forward contracts with a number of counterparties. As a result, we are subject to the risk that the counterparty to one or more of these contracts defaults on its performance under the contract. During an economic downturn, the counterparty's financial condition may deteriorate rapidly and with little notice and we may be unable to take action to protect our exposure. In the event of a counterparty default, we could incur significant losses, which may harm our business and financial condition. In the event that one or more of our counterparties becomes insolvent or files for bankruptcy, our ability to eventually recover any losses suffered as a result of that counterparty's default may be limited by the liquidity of the counterparty.

***War, terrorism, other acts of violence or natural or manmade disasters may affect the markets in which we operate, our customers, and our service delivery.***

Our business may be negatively affected by instability, disruption or destruction in the geographic regions where we operate. War, terrorism, riot, civil insurrection or social unrest; and natural or manmade disasters, including famine, flood, fire, earthquake, pandemics and other regional or global health crises, storm or disease may cause customers to delay their decisions on spending for the services we provide and give rise to sudden significant changes in regional and global economic conditions and cycles. Our crisis management procedures, business continuity, and disaster recovery plans may not be effective at preventing or mitigating the effects of such disasters, particularly in the case of a catastrophic event. These events pose significant security risks to our people, the facilities where they work, our operations, electricity and other utilities, communications, travel, and network services, and the disruption of any or all of them could materially adversely affect our financial results. Travel restrictions resulting from natural or manmade disruptions and political or social conflict increase the difficulty of obtaining and retaining highly-skilled and qualified professionals and could unexpectedly increase our labor costs and expenses, both of which could also adversely affect our ability to serve our customers.

***Our effective tax rate could be materially adversely affected by several factors.***

We conduct business globally and file income tax returns in multiple jurisdictions. Our effective tax rate could be materially adversely affected by several factors, including changes in the amount of income taxed by or allocated to the various jurisdictions in which we operate that have differing statutory tax rates; changing tax laws, regulations and interpretations of such tax laws in one or more jurisdictions; and the resolution of issues arising from tax audits or examinations and any related interest or penalties. The determination of our provision for income taxes and other tax liabilities requires estimation, judgment and calculations where the ultimate tax determination may not be certain. Our determination of tax liability is always subject to review or examination by authorities in various jurisdictions. If a tax authority in any jurisdiction reviews any of our tax returns and proposes an adjustment, including, but not limited to, a determination that the transfer prices and terms we have applied are not appropriate, such an adjustment could have a negative impact on our results of operations, business, and profitability. In addition, any significant changes enacted by the new U.S. presidential administration to the Tax Cuts and Jobs Act (“U.S. Tax Act”) enacted in 2017, or to regulatory guidance associated with the U.S. Tax Act, could materially adversely affect our effective tax rate.

***Item 1B. Unresolved Staff Comments***

None.

***Item 2. Properties***

Our corporate headquarters are located in Newtown, Pennsylvania. We own and lease office buildings used as delivery centers, client management locations and space for administrative and support functions. These facilities are located in numerous cities worldwide and are strategically positioned in relation to our talent sources and key in-market locations to align with the needs of our operations. We believe that our existing properties are adequate to meet the current requirements of our business, and that suitable additional or substitute space will be available, if necessary. Our facilities are used interchangeably among our segments. See Note 16 “Segment Information” in the notes to our consolidated financial statements in this Annual Report on Form 10-K for information regarding the geographical locations and values of our long-lived assets. See Note 8 “Leases” in the notes to our consolidated financial statements in this Annual Report on Form 10-K for information regarding our leased assets.

***Item 3. Legal Proceedings***

From time to time, we are involved in litigation and claims arising out of our business and operations in the normal course of business. We are not currently a party to any material legal proceeding, nor are we aware of any material legal or governmental proceedings pending or contemplated to be brought against us.

***Item 4. Mine Safety Disclosures***

None.



## PART II

### *Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities*

#### **Market Information**

Our common stock is traded on the New York Stock Exchange ("NYSE") under the symbol "EPAM."

As of February 12, 2021, we had approximately 15 stockholders of record of our common stock. The number of record holders does not include holders of shares in "street name" or persons, partnerships, associations, corporations or other entities identified in security position listings maintained by depositories.

#### **Dividend Policy**

We have not declared or paid any cash dividends on our common stock and currently do not anticipate paying any cash dividends in the foreseeable future. Instead, we intend to retain all available funds and any future earnings for use in the operation and expansion of our business. In addition, our revolving credit facility restricts our ability to make or pay dividends (other than certain intercompany dividends) unless no potential or actual event of default has occurred or would be triggered thereby. Any future determination relating to our dividend policy will be made at the discretion of our Board of Directors and will depend on our future earnings, capital requirements, financial condition, future prospects, applicable Delaware law, which provides that dividends are only payable out of surplus or current net profits, and other factors that our Board of Directors deems relevant.

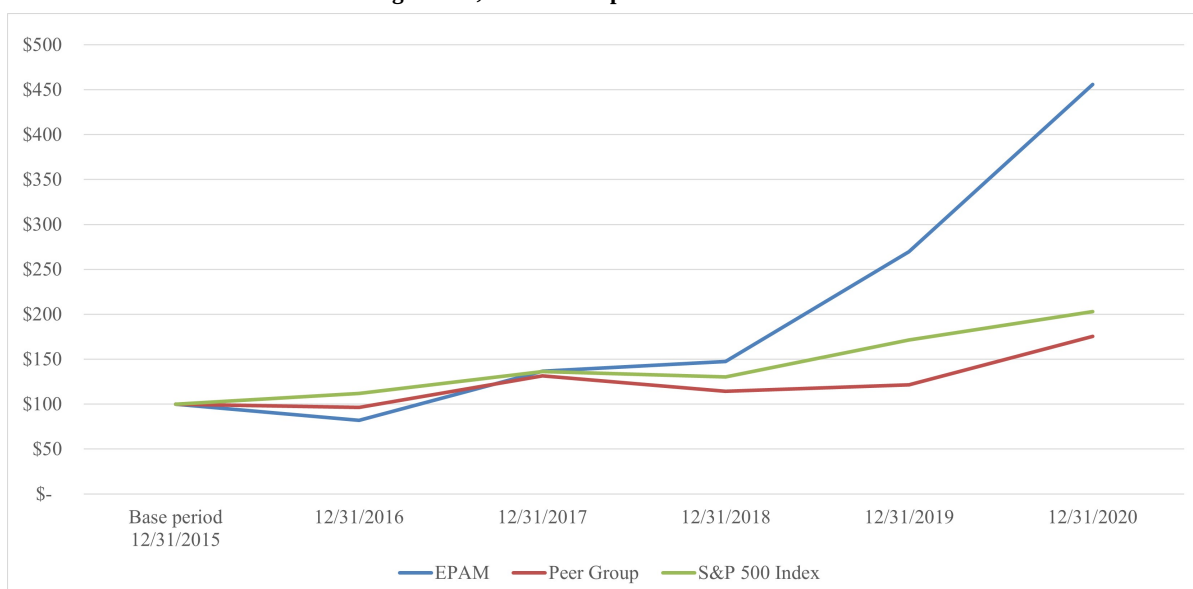
#### **Equity Compensation Plan Information**

See "Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters" in Part III of this Annual Report on Form 10-K for our equity compensation plan information.

## Performance Graph

The following graph compares the cumulative total stockholder return on our common stock with the cumulative total return on the S&P 500 Index and a Peer Group Index (capitalization weighted) for the period beginning December 31, 2015 and ending December 31, 2020. The stock performance shown on the graph below is not indicative of future price performance. The following performance graph and related information shall not be deemed “soliciting material” or to be “filed” with the SEC, nor shall information be incorporated by reference into any future filing under the Securities Act of 1933 or Securities Exchange Act of 1934, each as amended, except to the extent that we specifically incorporate it by reference into such filing.

### COMPARISON OF CUMULATIVE TOTAL RETURN <sup>(1)(2)</sup> Among EPAM, a Peer Group <sup>(3)</sup> and the S&P 500 Index



Company/Index	Base period 12/31/2015	12/31/2016	12/31/2017	12/31/2018	12/31/2019	12/31/2020
EPAM Systems, Inc.	\$ 100.00	\$ 81.80	\$ 136.64	\$ 147.56	\$ 269.85	\$ 455.80
Peer Group Index	\$ 100.00	\$ 96.45	\$ 131.43	\$ 114.08	\$ 121.46	\$ 175.61
S&P 500 Index	\$ 100.00	\$ 111.96	\$ 136.40	\$ 130.43	\$ 171.50	\$ 203.05

(1) Graph assumes \$100 invested on December 31, 2015, in our common stock, a Peer Group and the S&P 500 Index.

(2) Cumulative total return assumes reinvestment of dividends.

(3) The Peer Group includes Cognizant Technology Solutions Corp. (NASDAQ:CTSH), ExlService Holdings, Inc. (NASDAQ:EXLS), Globant S.A. (NASDAQ:GLOB), Infosys Ltd. (NYSE:INFY), Perficient, Inc. (NASDAQ:PRFT), Virtusa Corporation (NASDAQ:VRTU), and Wipro Limited (NYSE:WIT).

## Unregistered Sales of Equity Securities

There were no unregistered sales of equity securities by the Company during the year ended December 31, 2020.

## Purchases of Equity Securities by the Issuer and Affiliated Purchasers

Under our equity-based compensation plans, the Company withholds a number of shares of vested stock as payment to satisfy tax withholding obligations arising on the date of vesting of stock-based compensation awards. The number of shares of stock to be withheld is calculated based on the closing price of the Company's common stock on the vesting date. The following table provides information about shares withheld by the Company during the year ended December 31, 2020:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Dollar Amount of Shares That May Yet Be Purchased Under the Program
January 1, 2020 to January 31, 2020	287	\$ 228.14	—	—
February 1, 2020 to February 29, 2020	165	\$ 223.20	—	—
March 1, 2020 to March 31, 2020	89,538	\$ 175.57	—	—
April 1, 2020 to April 30, 2020	5,051	\$ 209.06	—	—
May 1, 2020 to May 31, 2020	157	\$ 227.59	—	—
June 1, 2020 to June 30, 2020	314	\$ 246.19	—	—
July 1, 2020 to July 31, 2020	518	\$ 262.99	—	—
August 1, 2020 to August 31, 2020	192	\$ 310.35	—	—
September 1, 2020 to September 30, 2020	305	\$ 323.41	—	—
October 1, 2020 to October 31, 2020	1,834	\$ 319.48	—	—
November 1, 2020 to November 30, 2020	7,426	\$ 309.35	—	—
December 1, 2020 to December 31, 2020	62	\$ 340.63	—	—
<b>Total</b>	<b>105,849</b>	<b>\$ 190.75</b>	<b>—</b>	<b>—</b>

### Item 6.

Reserved

### Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion and analysis of our financial condition and results of operations together with our audited consolidated financial statements and the related notes included elsewhere in this annual report. In addition to historical information, this discussion contains forward-looking statements that involve risks, uncertainties and assumptions that could cause actual results to differ materially from management's expectations. Factors that could cause such differences are discussed in the sections entitled "Forward-Looking Statements" and "Part I. Item 1A. Risk Factors." We assume no obligation to update any of these forward-looking statements.

#### Executive Summary

We are a leading global provider of digital platform engineering and software development services offering specialized technological solutions to many of the world's leading organizations.

Our customers depend on us to solve their complex technical challenges and rely on our expertise in core engineering, advanced technology, digital design and intelligent enterprise development. We continuously explore opportunities in new industries to expand our core industry client base in software and technology, financial services, business information and media, travel and consumer, and life sciences and healthcare. Our teams of developers, architects, consultants, strategists, engineers, designers, and product experts have the capabilities and skill sets to deliver business results.

Our global delivery model and centralized support functions, combined with the benefits of scale from the shared use of fixed-cost resources, enhance our productivity levels and enable us to better manage the efficiency of our global operations. As a result, we have created a delivery base whereby our applications, tools, methodologies and infrastructure allow us to seamlessly deliver services and solutions from our delivery centers to global customers across all geographies, further strengthening our relationships with them.

Through increased specialization in focused verticals and a continued emphasis on strategic partnerships, we are leveraging our roots in software engineering to grow as a recognized brand in software development and end-to-end digital transformation services for our customers.

### **Business Update Regarding COVID-19**

The COVID-19 pandemic continued to cause substantial global public health and economic challenges during the fourth quarter of 2020 and our employees, communities and business operations, as well as the global economy and financial markets all continue to be affected. We cannot accurately predict the extent to which the COVID-19 pandemic will continue to directly and indirectly impact our business, results of operations and financial condition. Future developments and actions to contain the public health and economic impact of the COVID-19 pandemic on the markets we serve are rapidly evolving and highly uncertain.

To the extent that the remainder of this Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") refers to a financial or performance metric that has been affected by a trend or activity, that reference is in addition to any impact of the COVID-19 pandemic disclosed in and supplemented by this section. The information contained in this section is accurate as of the date hereof, but may become outdated due to changing circumstances beyond our present awareness or control.

#### *Our COVID-19 Pandemic Response*

Since the beginning of the COVID-19 pandemic, we have made the safety and well-being of our employees our top priority. As governments lift and re-impose restrictions on group gatherings, commercial operations, and travel, and as vaccines and therapeutics become available, we have applied those changing requirements to our business to maintain the health and safety of our employees and serve our customers consistent with appropriate public health considerations. Our business continuity plans are designed to ensure the safety and well-being of approximately 41,000 EPAM professionals while supporting the operations of hundreds of customers around the world.

#### *Our Employees*

The vast majority of our employees are able to productively and securely work from a remote location and our remaining personnel are providing services to us or our customers from our offices or our customers' facilities. We therefore do not expect that COVID-19 related restrictions on group gatherings and non-essential businesses will have a material adverse effect on our ability to operate our business or productively deliver services to our customers, nor on our financial reporting systems, internal control over financial reporting, or disclosure controls and procedures. With the increase in remote access to our systems and networks, we have accelerated some ongoing security initiatives and programs.

Many of the countries where our personnel regularly conduct business have extended or expanded restrictions on travel and immigration from other countries, including a suspension of most immigration and non-immigration visas issued by the United States. Further extensions or tightening of these travel and immigration restrictions may continue to impact our operations. However, we do not believe that the current travel and immigration restrictions will have a material adverse effect on our business or financial condition.

#### *Our Customers*

Our adaptive global delivery model enables us to deliver our services and solutions to our customers from remote locations, so we continue to provide our customers with the products, services, and solutions they seek to deliver their business results. We continually assess our customers' current and future needs for EPAM personnel to work at their facilities and our global delivery centers, so that we can deploy resources safely and in accordance with COVID-19 mitigation efforts.

The prolonged deterioration of economic conditions for some of our customers could materially reduce our sales and profitability. Reduced demand from our customers and their customers, persistent financial distress in our customer base, and the continued volatility in macroeconomic conditions has and could continue to adversely impact revenues and decrease the collectability of our trade receivables. Any or all of these factors could negatively impact our results of operations. Depending on the duration of the COVID-19 pandemic and the timing and speed of economic recovery, reduced revenue growth relative to prior years could extend beyond the fourth quarter of 2020.

### *Our Community*

EPAM supports the communities where we live and work and we assisted our global and local communities by providing solutions to transform the ways people live and work during the COVID-19 pandemic, including:

- EPAM Continuum introduced the GENTL™ Mask, an open source solution for manufacturers designed to address the supply shortage of protective masks that medical professionals need amid the coronavirus outbreak.
- EPAM used its implementation services to help Curogram scale its two-way texting and video chat telemedicine platform to help address the COVID-19 pandemic by enabling healthcare institutions to quickly deploy mass screening and testing services.
- EPAM developed COVID Resistance and COVID Resistance for Business, which are open source mobile applications that can be customized for specific countries or regions when used by governments and non-governmental organizations, or adapted by business for their digital contact-tracing needs so they can anonymously track COVID-19 exposure risk.
- EPAM Continuum introduced Guide Lines: Markings for Social Distancing, a toolkit for retailers and other business owners to adhere to physical distancing guidelines by creating visual cues with readily-available tools and materials to direct foot traffic.
- EPAM's Made Real Lab released an open source design to accelerate the production of reusable face shields that do not require 3D printing and use commercially available materials.
- EPAM Continuum introduced an open source project for parents and children to build a timer to encourage healthy handwashing habits, teach electronics and creative prototyping skills, and basic coding skills.
- EPAM and the United Nations Children's Fund/Europe and Central Asia Regional Office partnered to build a COVID-19 information chatbot app that was combined with EPAM's COVID Resistance app to provide national authorities, public health institutions, social service agencies, families and individuals access to trusted information while promoting protective and preventive behaviors at the individual and community levels.

### *Moving Forward*

We expect continued uncertainty around the impacts the pandemic will have on our business, financial condition, and results of operations. We actively monitor our business and the needs of our employees, customers, and communities to determine the appropriate actions to protect the health and safety of our employees and our ongoing operations. This includes actions informed by the requirements and recommendations of public health authorities. Economic and demand uncertainty in the current environment may impact our future results. We continue to monitor the demand for our services including the duration and degree to which we see declines or delays in new customer projects and payment for services performed. We continue to assess how the effects of COVID-19 on the economy may impact human capital allocation, revenues, profitability, and operating expenses.

For additional information on the various risks posed by the COVID-19 pandemic, please read "Part II. Item 7A. Quantitative and Qualitative Disclosures About Market Risk" and "Part I. Item 1A. Risk Factors" included in this Annual Report on Form 10-K.

## Overview of 2020 and Financial Highlights

The following table presents a summary of our results of operations for the years ended December 31, 2020, 2019 and 2018:

	Year Ended December 31,					
	2020		2019		2018	
	% of revenues		% of revenues		% of revenues	
	(in millions, except percentages and per share data)					
Revenues	\$ 2,659.5	100.0 %	\$ 2,293.8	100.0 %	\$ 1,842.9	100.0 %
Income from operations	\$ 379.3	14.3 %	\$ 302.9	13.2 %	\$ 245.8	13.3 %
Net income	\$ 327.2	12.3 %	\$ 261.1	11.4 %	\$ 240.3	13.0 %
Effective tax rate	13.6 %		12.8 %		3.8 %	
Diluted earnings per share	\$ 5.60		\$ 4.53		\$ 4.24	

The key highlights of our consolidated results for 2020 were as follows:

- We recorded revenues of \$2.7 billion, or a 15.9% increase from \$2.3 billion in the previous year, negatively impacted by \$0.8 million or 0.1% due to changes in certain foreign currency exchange rates as compared to the corresponding period in the previous year.
- Income from operations grew 25.3% to \$379.3 million from \$302.9 million in 2019. Expressed as a percentage of revenues, income from operations was 14.3% compared to 13.2%. The increase in income from operations as a percentage of revenues during the year ended December 31, 2020 was primarily driven by a reduction in travel-related expenses reported in Cost of revenues and a reduction in travel-related, recruitment, and facilities expenses reported in Selling, general and administrative expenses which was partially offset by an increase in Cost of revenues as a percentage of revenues attributable to temporary discounts provided to certain customers experiencing challenging economic conditions due to the impact of the COVID-19 pandemic.
- Our effective tax rate was 13.6% compared to 12.8% in the previous year. The provision for income taxes was impacted primarily by the excess tax benefits recorded upon vesting or exercise of stock-based awards in 2020 and 2019.
- Net income increased 25.3% to \$327.2 million compared to \$261.1 million in 2019. Expressed as a percentage of revenues, net income increased 0.9% compared to last year, which was largely driven by the improvement in income from operations and partially offset by an increase in our effective tax rate.
- Diluted earnings per share increased 23.6% to \$5.60 for the year ended December 31, 2020 from \$4.53 in 2019.
- Cash provided by operations increased \$257.0 million, or 89.4%, to \$544.4 million during 2020 as compared to last year. This increase is largely driven by the increase in net income, improvements in collections from customers, and reduced income tax payments compared to 2019.

The operating results in any period are not necessarily indicative of the results that may be expected for any future period.

## Critical Accounting Policies

We prepare our consolidated financial statements in accordance with U.S. generally accepted accounting principles (“GAAP”), which require us to make judgments, estimates and assumptions that affect: (i) the reported amounts of assets and liabilities, (ii) the disclosure of contingent assets and liabilities at the end of each reporting period and (iii) the reported amounts of revenues and expenses during each reporting period. We evaluate these estimates and assumptions based on historical experience, knowledge and assessment of current business and other conditions, and expectations regarding the future based on available information and reasonable assumptions, which together form a basis for making judgments about matters not readily apparent from other sources. Since the use of estimates is an integral component of the financial reporting process, actual results could differ from those estimates. Some of our accounting policies require higher degrees of judgment than others in their application. When reviewing our audited consolidated financial statements, you should consider (i) our selection of critical accounting policies, (ii) the judgment and other uncertainties affecting the application of such policies and (iii) the sensitivity of reported results to changes in conditions and assumptions. We consider the policies discussed below to be critical to an understanding of our consolidated financial statements as their application places significant demands on the judgment of our management.

An accounting policy is considered critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time the estimate is made, and if different estimates that reasonably could have been used, or changes in the accounting estimates that are reasonably likely to occur periodically, could materially impact the consolidated financial statements. We believe that the following critical accounting policies are the most sensitive and require more significant estimates and assumptions used in the preparation of our consolidated financial statements. You should read the following descriptions of critical accounting policies, judgments and estimates in conjunction with our audited consolidated financial statements and other disclosures included elsewhere in this annual report. Additional information on our policies is in Note 1 “Business and Summary of Significant Accounting Policies” in the notes to our consolidated financial statements in this Annual Report on Form 10-K.

**Revenues** — We recognize revenues when control of goods or services is passed to a customer in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services. Such control may be transferred over time or at a point in time depending on satisfaction of obligations stipulated by the contract. Consideration expected to be received may consist of both fixed and variable components and is allocated to each separately identifiable performance obligation based on the performance obligation’s relative standalone selling price. Variable consideration usually takes the form of volume-based discounts, service level credits, price concessions or incentives. Determining the estimated amount of such variable consideration involves assumptions and judgment that can have an impact on the amount of revenues reported.

We derive revenues from a variety of service arrangements, which have been evolving to provide more customized and integrated solutions to customers by combining software engineering with customer experience design, business consulting and technology innovation services. Fees for these contracts may be in the form of time-and-materials or fixed-price arrangements. We generate the majority of our revenues under time-and-material contracts, which are billed using hourly, daily or monthly rates to determine the amounts to be charged directly to the customer. We apply a practical expedient and revenues related to time-and-material contracts are recognized based on the right to invoice for services performed.

Fixed-price contracts include maintenance and support arrangements, which may exceed one year in duration. Maintenance and support arrangements generally relate to the provision of ongoing services and revenues for such contracts are recognized ratably over the expected service period. Fixed-price contracts also include application development arrangements, where progress towards satisfaction of the performance obligation is measured using input or output methods and input methods are used only when there is a direct correlation between hours incurred and the end product delivered. Assumptions, risks and uncertainties inherent in the estimates used to measure progress could affect the amount of revenues, receivables and deferred revenues at each reporting period.

Revenues from licenses which have significant stand-alone functionality are recognized at a point in time when control of the license is transferred to the customer. Revenues from licenses which do not have stand-alone functionality are recognized over time. If there is an uncertainty about the receipt of payment for the services, revenue recognition is deferred until the uncertainty is sufficiently resolved. We apply a practical expedient and do not assess the existence of a significant financing component if the period between transfer of the service to a customer and when the customer pays for that service is one year or less.

We report gross reimbursable “out-of-pocket” expenses incurred as both revenues and cost of revenues in the consolidated statements of income and comprehensive income.

**Business Combinations** — We account for business combinations using the acquisition method which requires us to estimate the fair value of identifiable assets acquired and liabilities assumed, including any contingent consideration, to properly allocate purchase price to the individual assets acquired and liabilities assumed. The allocation of the purchase price utilizes significant estimates in determining the fair values of identifiable assets acquired and liabilities assumed, especially with respect to intangible assets. The significant estimates and assumptions used include the timing and amount of forecasted revenues and cash flows, anticipated growth rates, customer attrition rates, the discount rate reflecting the risk inherent in future cash flows and the determination of useful lives for finite-lived assets. There are different valuation models for each component, the selection of which requires considerable judgment. These determinations will affect the amount of amortization expense recognized in future periods. We base our fair value estimates on assumptions we believe are reasonable, but recognize that the assumptions are inherently uncertain. The acquired assets typically include customer relationships, software, trade names, non-competition agreements, and assembled workforce and as a result, a substantial portion of the purchase price is typically allocated to goodwill and other intangible assets.

If the initial accounting for the business combination has not been completed by the end of the reporting period in which the business combination occurs, provisional amounts are reported to present information about facts and circumstances that existed as of the acquisition date. Once the measurement period ends, which in no case extends beyond one year from the acquisition date, revisions to the accounting for the business combination are recorded in earnings.

**Leases** — We determine if an arrangement is a lease or contains a lease at inception. We perform an assessment and classify the lease as either an operating lease or a financing lease at the lease commencement date with a right-of-use asset (“RoU Asset”) and a lease liability recognized in the consolidated balance sheet under both classifications.

Lease liabilities are initially measured at the present value of lease payments not yet paid. The present value is determined by applying the readily determinable rate implicit in the lease or, if not available, the incremental borrowing rate of the lessee. We determine the incremental borrowing rate of the lessee on a lease-by-lease basis by developing an estimated centralized U.S. dollar borrowing rate for a fully collateralized obligation with a term similar to the lease term and adjust the rate to reflect the incremental risk associated with the currency in which the lease is denominated. The development of this estimate includes the use of recovery rates, U.S. risk-free rates, foreign currency/country base rate yields, and a synthetic corporate credit rating of the Company developed using regression analysis. Our lease agreements may include options to extend or terminate the lease. We include such options in the lease term when it is reasonably certain that we will exercise that option. RoU Assets are recognized based on the initial measurement of the lease liabilities plus initial direct costs less lease incentives. Lease expense for operating leases is recognized on a straight-line basis over the lease term. RoU Assets are subject to periodic impairment tests.

We have elected a practical expedient to account for lease and non-lease components together as a single lease component. In addition, we elected the short-term lease recognition exemption for all classes of lease assets.

#### **Recent Accounting Pronouncements**

See Note 1 “Business and Summary of Significant Accounting Policies” in the notes to our consolidated financial statements in this Annual Report on Form 10-K for information regarding recent accounting pronouncements.



## Results of Operations

The following table sets forth a summary of our consolidated results of operations for the periods indicated. This information should be read together with our consolidated financial statements and related notes included elsewhere in this annual report. The operating results in any period are not necessarily indicative of the results that may be expected for any future period.

	Year Ended December 31,					
	2020		2019		2018	
		% of revenues		% of revenues		% of revenues
(in thousands, except percentages and per share data)						
<b>Revenues</b>	\$ 2,659,478	100.0 %	\$ 2,293,798	100.0 %	\$ 1,842,912	100.0 %
Operating expenses:						
Cost of revenues (exclusive of depreciation and amortization) <sup>(1)</sup>	1,732,522	65.1	1,488,198	64.9	1,186,921	64.4
Selling, general and administrative expenses <sup>(2)</sup>	484,758	18.2	457,433	19.9	373,587	20.3
Depreciation and amortization expense	62,874	2.4	45,317	2.0	36,640	2.0
<b>Income from operations</b>	<b>379,324</b>	<b>14.3</b>	<b>302,850</b>	<b>13.2</b>	<b>245,764</b>	<b>13.3</b>
Interest and other income, net	3,822	0.1	8,725	0.4	3,522	0.3
Foreign exchange (loss)/gain	(4,667)	(0.2)	(12,049)	(0.5)	487	—
<b>Income before provision for income taxes</b>	<b>378,479</b>	<b>14.2</b>	<b>299,526</b>	<b>13.1</b>	<b>249,773</b>	<b>13.6</b>
Provision for income taxes	51,319	1.9	38,469	1.7	9,517	0.6
<b>Net income</b>	<b>\$ 327,160</b>	<b>12.3 %</b>	<b>\$ 261,057</b>	<b>11.4 %</b>	<b>\$ 240,256</b>	<b>13.0 %</b>
<b>Effective tax rate</b>	<b>13.6 %</b>		<b>12.8 %</b>		<b>3.8 %</b>	
<b>Diluted earnings per share</b>	<b>\$ 5.60</b>		<b>\$ 4.53</b>		<b>\$ 4.24</b>	

(1) Includes \$32,785, \$37,580 and \$27,245 of stock-based compensation expense for the years ended December 31, 2020, 2019 and 2018, respectively.

(2) Includes \$42,453, \$34,456 and \$31,943 of stock-based compensation expense for the years ended December 31, 2020, 2019 and 2018, respectively.

### Revenues

We continue to expand our presence across multiple geographies and verticals, both organically and through strategic acquisitions. During the year ended December 31, 2020, our total revenues grew 15.9% over the previous year to \$2.7 billion. This growth resulted from our ability to retain existing customers and increase the level of services we provide to them and our ability to produce revenues from new customer relationships. During the year ended December 31, 2020 we experienced an increase in customer concentration as compared to the previous year, with revenues from our top five, top ten and top twenty customer groups increasing as a percentage of total revenues as we met higher demand from our larger customers. Revenues have been positively impacted by our acquisitions in 2020, which contributed 0.3% to our revenue growth, and negatively impacted by the fluctuations in foreign currency which decreased our revenue growth by 0.1% during the year ended December 31, 2020 as compared to the previous year.

We discuss below the breakdown of our revenues by vertical, customer location, service arrangement type, and customer concentration.

#### Revenues by Vertical

We assign our customers into one of our five main vertical markets or a group of various industries where we are increasing our presence, which we label as “Emerging Verticals”, including energy, utilities, manufacturing, automotive, telecommunications and several others.

The following table presents our revenues by vertical and revenues as a percentage of total revenues by vertical for the periods indicated:

	Year Ended December 31,					
	2020		2019		2018	
	(in thousands, except percentages)					
Business Information & Media	\$ 560,680	21.1 %	\$ 420,923	18.4 %	\$ 324,033	17.6 %
Financial Services	555,235	20.9	500,872	21.8	423,977	23.0
Software & Hi-Tech	496,813	18.7	433,398	18.9	350,815	19.0
Travel & Consumer	458,789	17.2	439,358	19.2	393,643	21.4
Life Sciences & Healthcare	296,313	11.1	248,452	10.8	171,703	9.3
Emerging Verticals	291,648	11.0	250,795	10.9	178,741	9.7
<b>Revenues</b>	<b>\$ 2,659,478</b>	<b>100.0 %</b>	<b>\$ 2,293,798</b>	<b>100.0 %</b>	<b>\$ 1,842,912</b>	<b>100.0 %</b>

Business Information & Media became our largest vertical during 2020, growing 33.2% as compared to 2019, largely driven by growth in one of our top 5 customers and the expansion of services to a customer which was previously in our top 50 customers and is now in our top 10 customers. Financial services grew at a slower rate of 10.9% in 2020 over the prior year largely due to a change in certain customers' business models associated with low-cost trading platforms. Travel & Consumer also grew at a slower rate of 4.4% during 2020 as compared to the prior year primarily attributable to declining demand from certain customers adversely affected by the decline in global travel due to worldwide travel restrictions as a result of the COVID-19 pandemic.

#### Revenues by Customer Location

Our revenues are sourced from four geographic markets: North America, Europe, CIS and APAC. We present and discuss our revenues by customer location based on the location of the specific customer site that we serve, irrespective of the location of the headquarters of the customer or the location of the delivery center where the work is performed. Revenues by customer location is different from revenues by reportable segment in our consolidated financial statements included elsewhere in this annual report. Segments are not based on the geographic location of the customers, but instead they are based on the location of the Company's management responsible for a particular customer or market.

The following table sets forth revenues by customer location by amount and as a percentage of our revenues for the periods indicated:

	Year Ended December 31,					
	2020		2019		2018	
	(in thousands, except percentages)					
North America	\$ 1,595,136	60.0 %	\$ 1,390,015	60.6 %	\$ 1,099,167	59.6 %
Europe	879,842	33.1	746,866	32.6	612,472	33.2
CIS <sup>(1)</sup>	114,702	4.3	100,471	4.4	81,703	4.4
APAC <sup>(2)</sup>	69,798	2.6	56,446	2.4	49,570	2.8
<b>Revenues</b>	<b>\$ 2,659,478</b>	<b>100.0 %</b>	<b>\$ 2,293,798</b>	<b>100.0 %</b>	<b>\$ 1,842,912</b>	<b>100.0 %</b>

(1) CIS includes revenues from customers in Russia, Belarus, Kazakhstan, Ukraine, and Georgia.

(2) APAC, or Asia Pacific, includes revenues from customers in East Asia, Southeast Asia and Australia.

During the year ended December 31, 2020, revenues in our largest geography, North America, were \$1,595.1 million growing \$205.1 million, or 14.8%, from \$1,390.0 million reported for the year ended December 31, 2019. Revenues from this geography accounted for 60.0% of total revenues in 2020, a decrease from 60.6% in the prior year. The United States continued to be our largest customer location contributing revenues of \$1,523.7 million in 2020 compared to \$1,321.7 million in 2019.

Revenues in our Europe geography were \$879.8 million, an increase of \$133.0 million, or 17.8%, over \$746.9 million in the previous year. Revenues in this geography accounted for 33.1% of consolidated revenues in 2020 as compared to 32.6% in the previous year. The top three revenue contributing customer location countries in Europe were the United Kingdom, Switzerland and the Netherlands generating revenues of \$331.2 million, \$203.4 million and \$114.7 million in 2020, respectively, compared to \$290.0 million, \$152.7 million and \$88.5 million in 2019, respectively. Fluctuations in foreign currency exchange rates with the U.S. dollar, particularly the euro and the British pound, during 2020 compared to the same period in the prior year positively impacted revenue growth in the European geography by 1.9%.

During 2020, revenues in the CIS geography increased \$14.2 million, or 14.2%, from the previous year. The increase in CIS revenues came from customers in Russia, contributing \$14.9 million of revenue growth in 2020 compared to the previous year partially offset by decreases in revenues in other CIS countries.

Revenues from customers in locations in the APAC region comprised 2.6% of total revenues in 2020, a level consistent with the prior year.

Discussion of revenues from 2019 as compared to 2018 is included in “Part II. Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations — Results of Operations” of our Annual Report on Form 10-K for the year ended December 31, 2019.

*Revenues by Customer Concentration*

We have long-standing relationships with many of our customers and we seek to grow revenues from our existing customers by continually expanding the scope and size of our engagements. Revenues derived from these customers may fluctuate as these accounts mature or upon beginning or completion of multi-year projects. We believe there is a significant potential for future growth as we expand our capabilities and offerings within existing customers. In addition, we remain committed to diversifying our client base and adding more customers to our client mix; however, the COVID-19 pandemic disrupted the economic landscape during 2020 and influenced business decisions of our existing and potential customers. We were able to capitalize on demand for our services at our larger customers whereas we realized less revenue growth from our smaller customers. However, over the long-term, we expect revenue concentration from our top customers to decrease.

The following table presents revenues contributed by our customers by amount and as a percentage of our revenues for the periods indicated:

	Year Ended December 31,					
	2020		2019		2018	
	(in thousands, except percentages)					
Top five customers	\$ 584,303	22.0 %	\$ 456,985	19.9 %	\$ 410,987	22.3 %
Top ten customers	\$ 822,824	30.9 %	\$ 666,584	29.1 %	\$ 582,539	31.6 %
Top twenty customers	\$ 1,124,552	42.3 %	\$ 933,178	40.7 %	\$ 782,771	42.5 %
Customers below top twenty	\$ 1,534,926	57.7 %	\$ 1,360,620	59.3 %	\$ 1,060,141	57.5 %

The following table shows the number of customers grouped by revenues recognized by the Company for each year presented:

	Year Ended December 31,		
	2020	2019	2018
Over \$20 Million	28	22	14
\$10 - \$20 Million	27	27	22
\$5 - \$10 Million	43	42	45
\$1 - \$5 Million	225	206	175
\$0.5 - \$1 Million	107	105	119

*Revenues by Service Offering*

Our service arrangements have been evolving to provide more customized and integrated solutions to our customers where we combine software engineering with customer experience design, business consulting and technology innovation services. We are continually expanding our service capabilities, moving beyond traditional services into business consulting, design and physical product development.

The following table shows revenues by service offering as an amount and as a percentage of our revenues for the years indicated:

	Year Ended December 31,					
	2020		2019		2018	
	(in thousands, except percentages)					
Professional services	\$ 2,643,016	99.4 %	\$ 2,285,303	99.7 %	\$ 1,837,148	99.7 %
Licensing	11,139	0.4	5,081	0.2	4,097	0.2
Other	5,323	0.2	3,414	0.1	1,667	0.1
<b>Revenues</b>	<b>\$ 2,659,478</b>	<b>100.0 %</b>	<b>\$ 2,293,798</b>	<b>100.0 %</b>	<b>\$ 1,842,912</b>	<b>100.0 %</b>

See Note 11 “Revenues” in the notes to our consolidated financial statements in this Annual Report on Form 10-K for more information regarding our contract types and related revenue recognition policies.

***Cost of Revenues (Exclusive of Depreciation and Amortization)***

The principal components of our cost of revenues (exclusive of depreciation and amortization) are salaries, bonuses, fringe benefits, stock-based compensation, project-related travel costs and fees for subcontractors who are assigned to customer projects. Salaries and other compensation expenses of our delivery professionals are reported as cost of revenues regardless of whether the employees are actually performing customer services during a given period. Our employees are a critical asset, necessary for our continued success and therefore we expect to continue hiring talented employees and providing them with competitive compensation programs.

We manage the utilization levels of our delivery professionals through strategic hiring and efficient staffing of projects. Some of these professionals are hired and trained to work for specific customers or on specific projects and some of our offshore development centers are dedicated to specific customers or projects. Our staff utilization also depends on the general economy and its effect on our customers and their business decisions regarding the use of our services.

During the year ended December 31, 2020, cost of revenues (exclusive of depreciation and amortization) was \$1,732.5 million, representing an increase of 16.4% from \$1,488.2 million reported last year. The increase was primarily due to an increase in compensation costs as a result of a 16.8% growth in the average number of production headcount for the year, partially offset by a lower level of accrued variable compensation in 2020 as compared to the previous year.

Expressed as a percentage of revenues, cost of revenues (exclusive of depreciation and amortization) was 65.1% and 64.9% during the years ended December 31, 2020 and 2019, respectively. The year-over-year increase is primarily due to declining profitability on certain accounts due to temporary discounts provided to certain customers experiencing challenging economic conditions due to the impact of the COVID-19 pandemic, partially offset by a reduction in travel-related expenses due to the restrictions of travel attributable to the COVID-19 pandemic.

Discussion of cost of revenues (exclusive of depreciation and amortization) from 2019 as compared to 2018 is included in “Part II. Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations — Results of Operations” of our Annual Report on Form 10-K for the year ended December 31, 2019.

***Selling, General and Administrative Expenses***

Selling, general and administrative expenses represent expenses associated with promoting and selling our services and general and administrative functions of our business. These expenses include the costs of salaries, bonuses, fringe benefits, stock-based compensation, severance, bad debt, travel, legal and accounting services, insurance, facilities including operating leases, advertising and other promotional activities. In addition, we pay a membership fee of 1% of revenues generated in Belarus to the administrative organization of the Belarus High-Technologies Park.

Our selling, general and administrative expenses have increased due to our continuously expanding operations, strategic business acquisitions, and the hiring of necessary personnel to support our growth. During the year ended December 31, 2020, selling, general and administrative expenses were \$484.8 million, representing an increase of 6.0% as compared to \$457.4 million reported last year. The increase in selling, general and administrative expenses in 2020 was primarily due to a \$44.0 million increase in personnel-related costs, which include stock-based compensation expense, primarily driven by an increase in headcount and partially offset by a reduction in talent acquisition and development expenses and a \$3.5 million decrease in costs for software licenses.

Expressed as a percentage of revenues, selling, general and administrative expenses decreased 1.7% to 18.2% for the year ended December 31, 2020. The decrease was primarily attributable to a 0.7% decrease in travel and entertainment expenses as a percentage of revenues resulting from the worldwide restriction on travel due to COVID-19, a 0.6% decrease in facility-related expenses as a percentage of revenues, reduced talent acquisition and development expenses attributable to reduced hiring efforts in the first half of the year in response to the COVID-19 pandemic as well as reduced costs for software licenses partially offset by an increase in personnel-related costs including stock-based compensation expense.

Discussion of selling, general and administrative expenses from 2019 as compared to 2018 is included in “Part II. Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations — Results of Operations” of our Annual Report on Form 10-K for the year ended December 31, 2019.

#### ***Depreciation and Amortization Expense***

During the year ended December 31, 2020, depreciation and amortization expense was \$62.9 million, representing an increase of \$17.6 million from \$45.3 million reported last year. The increase in depreciation and amortization expense was primarily due to an increase in computer equipment to support headcount growth and the purchase of certain longer-term software licenses. Depreciation and amortization expense includes amortization of acquired finite-lived intangible assets. Expressed as a percentage of revenues, depreciation and amortization expense increased to 2.4% during the year ended December 31, 2020 as compared to 2.0% in 2019.

Discussion of depreciation and amortization expense from 2019 as compared to 2018 is included in “Part II. Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations — Results of Operations” of our Annual Report on Form 10-K for the year ended December 31, 2019.

#### ***Interest and Other Income, Net***

Interest and other income, net includes interest earned on cash and cash equivalents, short-term investments and employee housing loans, gains and losses from certain financial instruments, interest expense related to our revolving credit facility and changes in the fair value of contingent consideration. There were no material changes in interest and other income, net in 2020 as compared to 2019 and 2018.

#### ***Provision for Income Taxes***

Determining the consolidated provision for income tax expense, deferred income tax assets and liabilities and any potential related valuation allowances involves judgment. We consider factors that may contribute, favorably or unfavorably, to the overall annual effective tax rate in the current year as well as the future. These factors include statutory tax rates and tax law changes in the countries where we operate and excess tax benefits upon vesting or exercise of equity awards as well as consideration of any significant or unusual items.

As a global company, we are required to calculate and provide for income taxes in each of the jurisdictions in which we operate. During 2020, 2019 and 2018, we had \$278.1 million, \$234.2 million and \$205.2 million, respectively, in income before provision for income taxes attributed to our foreign jurisdictions. Changes in the geographic mix or level of annual pre-tax income can also affect our overall effective income tax rate.

Our provision for income taxes also includes the impact of provisions established for uncertain income tax positions, as well as the related net interest and penalty expense. Tax exposures can involve complex issues and may require an extended period to resolve. Although we believe we have adequately reserved for our uncertain tax positions, we cannot provide assurance that the final tax outcome of these matters will not be different from our current estimates. We adjust these reserves in light of changing facts and circumstances, such as the closing of a tax audit, statute of limitation lapse or the refinement of an estimate. To the extent that the final tax outcome of these matters differs from the amounts recorded, such differences will impact the provision for income taxes in the period in which such determination is made.

In Belarus, member technology companies of High-Technologies Park, including our local subsidiary, have a full exemption from Belarus income tax on qualifying income through January 2049. However, beginning February 1, 2018, the earnings of the Company's Belarus local subsidiary became subject to U.S. income taxation due to the Company's decision to change the tax status of the subsidiary. Consequently, there was less income tax benefit from the Belarus tax exemption during 2018 compared to the previous year. There was no aggregate dollar benefit derived from this tax holiday for the years ended December 31, 2020, and 2019 and the aggregate dollar benefits derived from this tax holiday approximated \$1.4 million for the year ended December 31, 2018. There was no impact on diluted net income per share for the years ended December 31, 2020 and 2019. The benefit the tax holiday had on diluted net income per share approximated \$0.02 for the year ended December 31, 2018.

The provision for income taxes was \$51.3 million in 2020 and \$38.5 million in 2019. The increase was primarily driven by the increase in pre-tax income year over year partially offset by an increase in excess tax benefits recorded upon vesting or exercise of stock-based awards which were \$36.6 million in 2020 compared to \$28.4 million in 2019. The effective tax rate increased from 12.8% in 2019 to 13.6% in 2020 primarily due to mix in profitability in jurisdictions with different statutory tax rates and the tax treatment of certain acquisition-related costs.

Discussion of the provision for income taxes from 2019 as compared to 2018 is included in "Part II. Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations — Results of Operations" of our Annual Report on Form 10-K for the year ended December 31, 2019.

#### ***Foreign Exchange Gain / Loss***

For discussion of the impact of foreign exchange fluctuations see "Item 7A. Quantitative and Qualitative Disclosures About Market Risk — Foreign Exchange Risk."

#### ***Results by Business Segment***

Our operations consist of three reportable segments: North America, Europe, and Russia. The segments represent components of EPAM for which separate financial information is available and used on a regular basis by our chief executive officer, who is also our chief operating decision maker ("CODM"), to determine how to allocate resources and evaluate performance. Our CODM makes business decisions based on segment revenues and segment operating profits. Segment operating profit is defined as income from operations before unallocated costs. Expenses included in segment operating profit consist principally of direct selling and delivery costs as well as an allocation of certain shared services expenses. Certain corporate expenses are not allocated to specific segments as these expenses are not controllable at the segment level. Such expenses include certain types of professional fees, certain taxes included in operating expenses including the Belarus High-Technologies Park membership fee, compensation to non-employee directors and certain other general and administrative expenses, including compensation of specific groups of non-production employees. In addition, the Company does not allocate amortization of intangible assets acquired through business combinations, goodwill and other asset impairment charges, stock-based compensation expenses, acquisition-related costs and certain other one-time charges. These unallocated amounts are combined with total segment operating profit to arrive at consolidated income from operations.

We manage our business primarily based on the managerial responsibility for the client base and market. As managerial responsibility for a particular customer relationship generally correlates with the customer's geographic location, there is a high degree of similarity between customer locations and the geographic boundaries of our reportable segments. In some cases, managerial responsibility for a particular customer is assigned to a management team in another region and is usually based on the strength of the relationship between customer executives and particular members of EPAM's senior management team. In such cases, the customer's activity would be reported through the respective management team member's reportable segment. Our Europe segment includes our business in the APAC region, which is managed by the same management team.

Segment revenues from external customers and segment operating profit, before unallocated expenses, for the North America, Europe and Russia segments for the years ended December 31, 2020, 2019 and 2018 were as follows:

	Year Ended December 31,		
	2020	2019	2018
	(in thousands)		
<b>Segment revenues:</b>			
North America	\$ 1,601,820	\$ 1,380,944	\$ 1,076,979
Europe	947,305	820,717	692,785
Russia	110,353	92,137	73,148
<b>Total segment revenues</b>	<b>\$ 2,659,478</b>	<b>\$ 2,293,798</b>	<b>\$ 1,842,912</b>
<b>Segment operating profit:</b>			
North America	\$ 345,196	\$ 293,757	\$ 221,846
Europe	152,902	114,863	115,876
Russia	5,811	17,347	11,377
<b>Total segment operating profit</b>	<b>\$ 503,909</b>	<b>\$ 425,967</b>	<b>\$ 349,099</b>

### North America Segment

During 2020, North America segment revenues increased \$220.9 million, or 16.0%, over last year. Revenues from our North America segment represented 60.2% of total segment revenues during both 2020 and 2019. During 2020 as compared to 2019, North America segment operating profits increased \$51.4 million, or 17.5%, to \$345.2 million. Expressed as a percentage of revenue, North America segment operating profit increased to 21.6% in 2020 as compared to 21.3% in 2019.

The following table presents North America segment revenues by industry vertical for the periods indicated:

Industry Vertical	Year Ended December 31,		Change	
	2020	2019	Dollars	Percentage
	(in thousands, except percentages)			
Software & Hi-Tech	\$ 419,895	\$ 354,023	\$ 65,872	18.6 %
Business Information & Media	334,063	262,448	71,615	27.3 %
Life Sciences & Healthcare	260,518	224,925	35,593	15.8 %
Travel & Consumer	221,977	198,264	23,713	12.0 %
Financial Services	199,594	184,469	15,125	8.2 %
Emerging Verticals	165,773	156,815	8,958	5.7 %
<b>Revenues</b>	<b>\$ 1,601,820</b>	<b>\$ 1,380,944</b>	<b>\$ 220,876</b>	<b>16.0 %</b>

Software & Hi-Tech remained the largest industry vertical in the North America segment during the year ended December 31, 2020, growing 18.6% as compared to the prior year, which was a result of the continued focus on working with our technology customers. Revenues from the Business Information & Media vertical grew 27.3% during the year ended December 31, 2020, as compared to the prior year and largely benefited from expansion of services to a single customer which was previously one of our top 50 customers and is now one of our top 10 customers. Financial services grew at a slower rate of 8.2% in 2020 compared to the prior year primarily due to a change in certain customers' business models associated with low-cost trading platforms. Emerging Verticals experienced slower growth during 2020 compared to the prior year largely due to slower growth from energy customers in the U.S. who were adversely impacted by deteriorating economic conditions.

### Europe Segment

During 2020, Europe segment revenues were \$947.3 million, reflecting an increase of \$126.6 million, or 15.4%, from last year. Revenues were positively impacted by changes in foreign currency exchange rates during 2020. Had our Europe segment revenues been expressed in constant currency terms using the exchange rates in effect during 2019, we would have reported revenue growth of 13.6%. Revenues from our Europe segment represent 35.6% and 35.8% of total segment revenues during 2020 and 2019, respectively. During 2020, this segment's operating profits increased \$38.0 million, or 33.1% as compared to last year, to \$152.9 million. Europe's operating profit represented 16.1% of Europe segment revenues as compared to 14.0% in 2019. Segment operating profit was positively impacted by changes in foreign currency exchange rates during 2020 and reduced Selling, general and administrative expenses partially offset by temporary discounts provided to certain customers experiencing challenging economic conditions due to the impact of the COVID-19 pandemic.

The following table presents Europe segment revenues by industry vertical for the periods indicated:

Industry Vertical	Year Ended December 31,		Change	
	2020	2019	Dollars	Percentage
	(in thousands, except percentages)			
Financial Services	\$ 278,355	\$ 244,284	\$ 34,071	13.9 %
Business Information & Media	224,922	157,844	67,078	42.5 %
Travel & Consumer	220,448	229,523	(9,075)	(4.0) %
Software & Hi-Tech	73,288	77,377	(4,089)	(5.3) %
Life Sciences & Healthcare	35,347	23,444	11,903	50.8 %
Emerging Verticals	114,945	88,245	26,700	30.3 %
<b>Revenues</b>	<b>\$ 947,305</b>	<b>\$ 820,717</b>	<b>\$ 126,588</b>	<b>15.4 %</b>

The Europe segment benefited from strong growth in the Business Information & Media vertical of 42.5% for the year ended December 31, 2020 as compared to 2019, largely driven by growth in revenues from one of our top five customers. Financial Services remained the largest industry vertical in the Europe segment during the year ended December 31, 2020. Revenues in Travel & Consumer decreased during the year ended December 31, 2020 as compared to 2019 primarily due to declining demand from certain customers adversely impacted by the decline in global travel due to worldwide travel restrictions as a result of the COVID-19 pandemic. Revenues in Software & Hi-Tech also decreased during the year ended December 31, 2020 as compared to 2019 primarily due to a change in the estimate of variable consideration associated with a single customer.

### Russia Segment

During 2020, revenues from our Russia segment increased \$18.2 million relative to 2019 and represent 4.2% of total segment revenues during 2020 compared with 4.0% in 2019. Operating profits of our Russia segment decreased \$11.5 million as compared to 2019. Expressed as a percentage of Russia segment revenues, the segment's operating profits were 5.3% and 18.8% in 2020 and 2019, respectively. This decrease is primarily attributable to costs incurred without recognizing corresponding revenues due to the delays in the timing of execution of contracts during 2020.

The following table presents Russia segment revenues by industry vertical for the periods indicated:

Industry Vertical	Year Ended December 31,		Change	
	2020	2019	Dollars	Percentage
	(in thousands, except percentages)			
Financial Services	\$ 77,286	\$ 72,119	\$ 5,167	7.2 %
Travel & Consumer	16,364	11,571	4,793	41.4 %
Software & Hi-Tech	3,630	1,998	1,632	81.7 %
Business Information & Media	1,695	631	1,064	168.6 %
Life Sciences & Healthcare	448	83	365	439.8 %
Emerging Verticals	10,930	5,735	5,195	90.6 %
<b>Revenues</b>	<b>\$ 110,353</b>	<b>\$ 92,137</b>	<b>\$ 18,216</b>	<b>19.8 %</b>



Revenues in the Russia segment are generally subject to fluctuations and there have been no significant changes in the individual verticals during 2020 as compared to 2019. Russia segment revenues were mainly impacted by the timing of revenue recognition associated with the execution of contracts and the devaluation of the Russian ruble relative to the U.S. dollar. Had our Russia segment revenues been expressed in constant currency terms using the exchange rates in effect during 2019, we would have reported revenue growth of 36.1%.

Currency fluctuations of the Russian ruble typically impact the results in the Russia segment. Ongoing economic and geopolitical uncertainty in the region and the volatility of the Russian ruble can significantly impact reported revenues and profitability in this segment. We continue to monitor geopolitical forces, economic and trade sanctions, and other issues involving this region.

Discussion of segment results from 2019 as compared to 2018 is included in “Part II. Item 7. Results of Operations” of our Annual Report on Form 10-K for the year ended December 31, 2019.

### **Effects of Inflation**

Economies in some countries where we operate, particularly Belarus, Russia, Kazakhstan, Uzbekistan, Ukraine and India have periodically experienced high rates of inflation. Periods of higher inflation may affect various economic sectors in those countries and increase our cost of doing business there. Inflation may increase some of our expenses such as wages. While inflation may impact our results of operations and financial condition and it is difficult to accurately measure the impact of inflation, we believe the effects of inflation on our results of operations and financial condition are not significant.

## **Liquidity and Capital Resources**

### ***Capital Resources***

Our cash generated from operations has been our primary source of liquidity to fund operations and investments to support the growth of our business. As of December 31, 2020, our principal sources of liquidity were cash and cash equivalents totaling \$1,322.1 million, short-term investments of \$60.0 million as well as \$275.0 million of available borrowings under our revolving credit facility.

We have cash in banks in Belarus, Russia, Ukraine, Kazakhstan, Armenia, Georgia and Uzbekistan, where the banking sector remains subject to periodic instability, banking and other financial systems generally do not meet the banking standards of more developed markets, and bank deposits made by corporate entities are not insured. As of December 31, 2020, the total amount of cash held in these countries was \$146.2 million and of this amount, \$52.9 million was located in Belarus. The Company regularly monitors cash held in these countries and, to the extent the cash held exceeds amounts required to support our operations in these countries, the Company distributes the excess funds into markets with more developed banking sectors.

As of December 31, 2020, we had \$275.0 million available for borrowing under our revolving credit facility and had outstanding debt of \$25.0 million. As of December 31, 2020, we were in compliance with all covenants specified under the credit facility and anticipate being in compliance for the foreseeable future. See Note 9 “Long-Term Debt” in the notes to our consolidated financial statements in this Annual Report on Form 10-K for information regarding our long-term debt.

Our ability to expand and grow our business in accordance with current plans and to meet our long-term capital requirements will depend on many factors, including the rate at which our cash flows increase or decrease and the availability of public and private debt and equity financing. We may require additional cash resources due to changed business conditions or other future developments, including any investments or acquisitions we may decide to pursue. If our resources are insufficient to satisfy our cash requirements, we may seek to sell additional equity or debt securities or obtain another credit facility.

Based on currently available information and management’s current expectations, we anticipate that we have sufficient cash on hand and sufficient access to capital to continue to fund our operations for a significant period of time. However, COVID-19 and related measures to contain its impact have caused material disruptions in both national and global financial markets and economies. The future impact of COVID-19 and the COVID-19 containment measures cannot be predicted with certainty and may increase our borrowing costs and other costs of capital and otherwise adversely affect our business, results of operations, financial condition and liquidity.

**Cash Flows**

The following table summarizes our cash flows for the periods indicated:

	For the Years Ended December 31,		
	2020	2019	2018
	(in thousands)		
<b>Consolidated Statements of Cash Flow Data:</b>			
Net cash provided by operating activities	\$ 544,407	\$ 287,453	\$ 292,218
Net cash used in investing activities	(167,154)	(145,369)	(112,123)
Net cash (used in)/provided by financing activities	(765)	20,363	23,001
Effect of exchange rate changes on cash, cash equivalents and restricted cash	9,357	3,530	(14,240)
Net increase in cash, cash equivalents and restricted cash	\$ 385,845	\$ 165,977	\$ 188,856
Cash, cash equivalents and restricted cash, beginning of period	937,688	771,711	582,855
<b>Cash, cash equivalents and restricted cash, end of period</b>	<b>\$ 1,323,533</b>	<b>\$ 937,688</b>	<b>\$ 771,711</b>

**Operating Activities**

Net cash provided by operating activities during the year ended December 31, 2020 increased \$257.0 million, or 89.4%, to \$544.4 million, as compared to 2019 primarily driven by the increase in net income and a larger improvement in days sales outstanding during 2020 compared to 2019 which resulted in higher cash collections during 2020 as compared to 2019.

**Investing Activities**

Net cash used in investing activities during the year ended December 31, 2020 was \$167.2 million compared to \$145.4 million used in the same period in 2019. The increase was primarily attributable to \$60.0 million of net cash invested into time deposits classified as Short-term investments partially offset by a decrease in capital expenditures of \$30.5 million.

**Financing Activities**

During the year ended December 31, 2020, net cash used in financing activities was \$0.8 million, compared to \$20.4 million net cash provided by financing activities in 2019. During 2020, we received \$10.6 million less cash from exercises of stock options issued under our long-term incentive plans, we paid \$5.9 million more in contingent consideration related to acquisitions of businesses and we paid \$4.6 million more of withholding taxes related to net share settlements of restricted stock units compared to 2019.

Discussion of the comparison of the cash flows between 2019 and 2018 is included in “Part II. Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources” of our Annual Report on Form 10-K for the year ended December 31, 2019.

## Contractual Obligations and Future Capital Requirements

### Contractual Obligations

Set forth below is information concerning our significant fixed and determinable contractual obligations as of December 31, 2020.

	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
	(in thousands)				
Operating lease obligations	\$ 261,790	\$ 66,585	\$ 87,415	\$ 55,259	\$ 52,531
U.S. Tax Act transition tax <sup>(1)</sup>	40,516	385	13,715	26,416	—
U.S. social security taxes <sup>(2)</sup>	14,121	6,653	7,468	—	—
Long-term incentive plan payouts <sup>(3)</sup>	62,839	31,022	26,857	4,960	—
Long-term debt obligations <sup>(4)</sup>	26,094	814	25,280	—	—
Commitments for the purchase of long term assets <sup>(5)</sup>	38,482	38,482	—	—	—
<b>Total contractual obligations</b>	<b>\$ 443,842</b>	<b>\$ 143,941</b>	<b>\$ 160,735</b>	<b>\$ 86,635</b>	<b>\$ 52,531</b>

- (1) The U.S. Tax Act transition tax on undistributed foreign earnings is payable in annual installments through 2026. See Note 13 “Income Taxes” to our consolidated financial statements.
- (2) During the year ended December 31, 2020, we have accrued the employer portion of the U.S. social security taxes and will remit 50% of the outstanding balance (net of applied prior overpayments) by the respective due dates of December 31, 2021 and 2022.
- (3) We estimate our future obligations for long-term incentive plan payouts by assuming the closing price per share of our common stock at December 31, 2020 remains constant into the future. This is an estimate as actual prices will vary over time.
- (4) Our future obligations related to the 2017 Credit Facility consist of principal, interest and fees for the unused balance. We assume the floating interest rate in effect at December 31, 2020 will remain constant into the future. This is an estimate, as actual rates will vary over time. In addition, for the 2017 Credit Facility, we assume that the balance outstanding and the unused balance as of December 31, 2020 remain the same through the remaining term of the agreement. The actual respective balances under our 2017 Credit Facility may fluctuate significantly in future periods depending on the business decisions of management.
- (5) As of December 31, 2020, we have entered into agreements to purchase office space in Ukraine intended to support the global delivery centers in that country. See Note 15 “Commitments and Contingencies” in the notes to our consolidated financial statements in this Annual Report on Form 10-K. In addition, we have incurred obligations to acquire other fixed assets which have not yet been paid.

As of December 31, 2020 we had \$3.3 million of unrecognized tax benefits for which we are unable to make a reliable estimate of the eventual cash flows by period that may be required to settle these matters. In addition, we had recorded \$7.5 million of contingent consideration liabilities as of December 31, 2020 related to the acquisitions of businesses that are not included in the table above due to the uncertainty involved with the potential payments.

See Note 15 “Commitments and Contingencies” in the notes to our consolidated financial statements in this Annual Report on Form 10-K for the year ended December 31, 2020 for information regarding contractual obligations.

### Future Capital Requirements

We believe that our existing cash and cash equivalents combined with our expected cash flow from operations will be sufficient to meet our projected operating and capital expenditure requirements for at least the next twelve months and that we possess the financial flexibility to execute our strategic objectives, including the ability to make acquisitions and strategic investments in the foreseeable future. However, our ability to generate cash is subject to our performance, general economic conditions, industry trends and other factors including the impact of the COVID-19 pandemic as described elsewhere in this MD&A. To the extent that existing cash and cash equivalents and operating cash flow are insufficient to fund our future activities and requirements, we may need to raise additional funds through public or private equity or debt financing. If we issue equity securities in order to raise additional funds, substantial dilution to existing stockholders may occur. If we raise cash through the issuance of additional indebtedness, we may be subject to additional contractual restrictions on our business. There is no assurance that we would be able to raise additional funds on favorable terms or at all.

### Off-Balance Sheet Commitments and Arrangements

We do not have any material obligations under guarantee contracts or other contractual arrangements other than as disclosed in Note 15 “Commitments and Contingencies” in the notes to our consolidated financial statements in this Annual Report on Form 10-K. We have not entered into any transactions with unconsolidated entities where we have financial guarantees, subordinated retained interests, derivative instruments, or other contingent arrangements that expose us to material continuing risks, contingent liabilities, or any other obligation under a variable interest in an unconsolidated entity that provides financing, liquidity, market risk, or credit risk support to us, or engages in leasing, hedging, or research and development services with us.

## **Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

We are exposed to certain market risks in the ordinary course of our business. These risks primarily result from changes in concentration of credit risks, interest rates and foreign currency exchange rates. In addition, our international operations are subject to risks related to differing economic conditions, changes in political climate, differing tax structures, and other regulations and restrictions.

### **Concentration of Credit and Other Credit Risks**

Financial instruments that potentially subject us to significant concentrations of credit risk consist primarily of cash, cash equivalents, short-term investments and trade receivables.

We maintain our cash, cash equivalents and short-term investments with financial institutions. We believe that our credit policies reflect normal industry terms and business risk. We do not anticipate non-performance by the counterparties. We have cash in banks in countries such as Belarus, Russia, Ukraine, Kazakhstan, Armenia, Georgia and Uzbekistan, where the banking sector remains subject to periodic instability, banking and other financial systems generally do not meet the banking standards of more developed markets, and bank deposits made by corporate entities are not insured. As of December 31, 2020, \$146.2 million of total cash was kept in banks in these countries, of which \$52.9 million was held in Belarus. In this region, and particularly in Belarus, a banking crisis, bankruptcy or insolvency of banks that process or hold our funds, may result in the loss of our deposits or adversely affect our ability to complete banking transactions in the region, which could adversely affect our business and financial condition. Cash in this region is used for short-term operational needs and cash balances in those banks move with the needs of the local entities. The Company regularly monitors cash held in these countries and, to the extent the cash held exceeds amounts required to support our operations in these countries, the Company distributes the excess funds into markets with more developed banking sectors.

Trade receivables are generally dispersed across many customers operating in different industries; therefore, concentration of credit risk is limited and we do not believe significant credit risks existed at December 31, 2020. Though our results of operations depend on our ability to successfully collect payment from our customers for work performed, historically, credit losses and write-offs of trade receivables have not been material to our consolidated financial statements. If any of our customers enter bankruptcy protection or otherwise take steps to alleviate their financial distress, including distress resulting from the COVID-19 pandemic, our credit losses and write-offs of trade receivables could increase, which would negatively impact our results of operations.

### **Interest Rate Risk**

Our exposure to market risk is influenced by the changes in interest rates on our cash and cash equivalent deposits, short-term investments and paid on any outstanding balance on our borrowings, mainly under our 2017 Credit Facility, which is subject to a variety of rates depending on the currency and timing of funds borrowed. We do not believe we are exposed to material direct risks associated with changes in interest rates related to these deposits, investments and borrowings.

### **Foreign Exchange Risk**

Our global operations are conducted predominantly in U.S. dollars. Other than U.S. dollars, the Company generates revenues in various currencies, principally, euros, British pounds, Russian rubles, Swiss francs, and Canadian dollars and incurs expenditures principally in Russian rubles, Polish zlotys, euros, Swiss francs, Hungarian forints, British pounds, Indian rupees, Chinese yuan renminbi and Mexican pesos. As a result, currency fluctuations, specifically the depreciation of the euro, British pound, and Canadian dollar and the appreciation of the Russian ruble, Hungarian forint, Polish zloty, Indian rupee and Chinese yuan renminbi relative to the U.S. dollar, could negatively impact our results of operations.

During the year ended December 31, 2020, our foreign exchange loss was \$4.7 million compared to a \$12.0 million loss reported last year. During the year ended December 31, 2020, approximately 31.7% of consolidated revenues and 41.4% of operating expenses were denominated in currencies other than the U.S. dollar.

To manage the risk of fluctuations in foreign currency exchange rates and hedge a portion of our forecasted foreign currency denominated operating expenses in the normal course of business, we implemented a hedging program through which we enter into a series of foreign exchange forward contracts with durations of twelve months or less that are designated as cash flow hedges of forecasted Russian ruble, Polish zloty and Indian rupee transactions. As of December 31, 2020, the net unrealized gain from these hedges was \$4.7 million.

Management supplements results reported in accordance with United States generally accepted accounting principles, referred to as GAAP, with non-GAAP financial measures. Management believes these measures help illustrate underlying trends in our business and uses the measures to establish budgets and operational goals, communicated internally and externally, for managing our business and evaluating its performance. When important to management's analysis, operating results are compared on the basis of "constant currency", which is a non-GAAP financial measure. This measure excludes the effect of foreign currency exchange rate fluctuations by translating the current period revenues and expenses into U.S. dollars at the weighted average exchange rates of the prior period of comparison.

During the year ended December 31, 2020, we reported revenue growth of 15.9% over the prior year. Had our consolidated revenues been expressed in constant currency terms using the exchange rates in effect during 2019, we would have reported revenue growth of 16.0%. During 2020, revenues have been negatively impacted by the depreciation of the Russian ruble relative to the U.S. dollar partially offset by the appreciation of the euro, British pound and Swiss franc relative to the U.S. dollar. During the year ended December 31, 2020, we reported net income growth of 25.3% over the previous year. Had our consolidated results been expressed in constant currency terms using the exchange rates in effect during 2019, we would have reported net income growth of 17.7%. Net income benefited primarily from the appreciation of the euro and depreciation of the Hungarian forint, Russian ruble and Mexican peso relative to the U.S. dollar.

#### **Item 8. Financial Statements and Supplementary Data**

The information required is included in this Annual Report on Form 10-K beginning on page F-1.

#### **Item 9. Changes In and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

#### **Item 9A. Controls and Procedures**

##### **Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures**

Based on management's evaluation, with the participation of our Chief Executive Officer and Chief Financial Officer, as of the end of the period covered by this report, these officers have concluded that our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are effective to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and is accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

##### **Changes in Internal Control Over Financial Reporting**

There were no changes in our internal control over financial reporting during the quarter ended December 31, 2020 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting, except as described below.

During the year ended December 31, 2020, the Company made certain business acquisitions, as described more fully in Note 2 "Acquisitions" in the notes to our consolidated financial statements in this Annual Report on Form 10-K. As permitted by the Securities and Exchange Commission, management has elected to exclude these acquired entities from its assessment of the effectiveness of its internal controls over financial reporting as of December 31, 2020. The Company began to integrate these acquired companies into its internal control over financial reporting structure subsequent to their respective acquisition dates and expects to complete these integrations in 2021.

##### **Management's Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Based on this assessment, management concluded that our internal control over financial reporting was effective as of December 31, 2020 to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

Management has excluded certain business acquisitions from our assessment of the effectiveness of our internal control over financial reporting as of December 31, 2020 since these entities were acquired in business combinations in 2020. These businesses are included in our 2020 consolidated financial statements and constituted 1.5% of total assets as of December 31, 2020 and 0.2% of revenues for the year then ended.

The effectiveness of our internal control over financial reporting as of December 31, 2020 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report, which appears in “Part IV. Item 15 Exhibits, Financial Statement Schedule” of this Annual Report on Form 10-K.

#### **Inherent Limitations on Effectiveness of Controls**

Our management, including the CEO and CFO, does not expect that our disclosure controls or our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system’s objectives will be met. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, have been detected. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of the effectiveness of controls to future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures.

#### ***Item 9B. Other Information***

None.

**PART III**

**Item 10. Directors, Executive Officers and Corporate Governance**

We incorporate by reference the information required by this Item from the information set forth under the captions “Board of Directors”, “Corporate Governance”, and “Our Executive Officers” in our definitive proxy statement for our 2021 annual meeting of stockholders, to be filed within 120 days after the end of the year covered by this Annual Report on Form 10-K, pursuant to Regulation 14A under the Exchange Act (our “2021 Proxy Statement”).

**Item 11. Executive Compensation**

We incorporate by reference the information required by this Item from the information set forth under the captions “Executive Compensation” and “Compensation Committee Interlocks and Insider Participation” in our 2021 Proxy Statement.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

We incorporate by reference the information required by this Item from the information set forth under the caption “Security Ownership of Certain Beneficial Owners and Management” in our 2021 Proxy Statement.

**Equity Compensation Plan Information**

The following table sets forth information about awards outstanding as of December 31, 2020 and securities remaining available for issuance under our 2015 Long-Term Incentive Plan (the “2015 Plan”), our 2012 Long-Term Incentive Plan (the “2012 Plan”), the Amended and Restated 2006 Stock Option Plan (the “2006 Plan”) and the 2012 Non-Employee Directors Compensation Plan (the “2012 Directors Plan”) as of December 31, 2020.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
(in thousands, except dollar amounts)			
Equity compensation plans approved by security holders: <sup>(1)</sup>			5,073 <sup>(2)</sup>
Stock options	2,772 <sup>(3)</sup>	\$ 61.71 <sup>(4)</sup>	—
Restricted stock units	707 <sup>(5)</sup>	\$ —	—
Equity compensation plans not approved by security holders	—	\$ —	—
Total	3,479	\$ 61.71	5,073

(1) This table includes the following stockholder approved plans: the 2015 Plan, 2012 Plan, the 2006 Plan and the 2012 Directors Plan.

(2) Represents the number of shares available for future issuances under our stockholder approved equity compensation plans and is comprised of 4,549 thousand shares available for future issuance under the 2015 Plan and 524 thousand shares available for future issuances under the 2012 Directors Plan.

(3) Represents the number of underlying shares of common stock associated with outstanding options under our stockholder approved plans and is comprised of 728 thousand shares underlying options granted under our 2015 Plan; 1,997 thousand shares underlying options granted under our 2012 Plan; and 47 thousand shares underlying options granted under our 2006 Plan.

(4) Represents the weighted-average exercise price of stock options outstanding under the 2015 Plan, the 2012 Plan and the 2006 Plan.

(5) Represents the number of underlying shares of common stock associated with outstanding restricted stock units under our stockholder approved plans and is comprised of 703 thousand shares underlying restricted stock units granted under our 2015 Plan and 4 thousand shares underlying restricted stock units granted under our 2012 Directors Plan.

**Item 13. Certain Relationships and Related Transactions, and Director Independence**

We incorporate by reference the information required by this Item from the information set forth under the caption “Certain Relationships and Related Transactions and Director Independence” in our 2021 Proxy Statement.

**Item 14. Principal Accountant Fees and Services**

We incorporate by reference the information required by this Item from the information set forth under the caption “Independent Registered Public Accounting Firm” in our 2021 Proxy Statement.

**PART IV**

**Item 15. Exhibits, Financial Statement Schedules**

(a) We have filed the following documents as part of this annual report:

1. Audited Consolidated Financial Statements

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2. Financial Statement Schedules

Schedule II Valuation and Qualifying Accounts is filed as part of this Annual Report on Form 10-K and should be read in conjunction with our audited consolidated financial statements and the related notes.



3. Exhibits

A list of exhibits required to be filed as part of this Annual Report on Form 10-K is set forth below:

Exhibit Number	Description
3.1	<a href="#">Certificate of incorporation (incorporated herein by reference to Exhibit 3.1 to the Company's Form 10-K for the fiscal year ended December 31, 2011, SEC File No. 001-35418, filed March 30, 2012 (the "2011 Form 10-K"))</a>
3.2	<a href="#">Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed September 15, 2017, SEC file No. 001-35418)</a>
4.1	<a href="#">Form of Common Stock Certificate (incorporated herein by reference to Exhibit 4.1 to Amendment No. 6 to Form S-1, SEC File No. 333-174827, filed January 23, 2012 ("Amendment No. 6"))</a>
4.4*	<a href="#">Description of the Registrant's Securities Registered Under Section 12 of the Securities Exchange Act of 1934</a>
10.1†	<a href="#">EPAM Systems, Inc. Amended and Restated 2006 Stock Option Plan (incorporated herein by reference to Exhibit 10.6 to Amendment No. 6)</a>
10.2†	<a href="#">Form of EPAM Systems, Inc. 2006 Stock Option Plan Award Agreement (under the EPAM Systems, Inc. Amended and Restated 2006 Stock Option Plan) (incorporated herein by reference to Exhibit 10.7 to Amendment No. 6)</a>
10.3†	<a href="#">EPAM Systems, Inc. 2012 Long-Term Incentive Plan (incorporated herein by reference to Exhibit 10.12 to Amendment No. 6)</a>
10.4†	<a href="#">Form of Senior Management Non-Qualified Stock Option Award Agreement (under the EPAM Systems, Inc. 2012 Long-Term Incentive Plan) (incorporated herein by reference to Exhibit 10.13 to Amendment No. 6)</a>
10.5†	<a href="#">Restricted Stock Award Agreement by and between Karl Robb and EPAM Systems, Inc. dated January 16, 2012 (incorporated herein by reference to Exhibit 10.14 to Amendment No. 6)</a>
10.6†	<a href="#">Form of Chief Executive Officer Restricted Stock Unit Award Agreement (under the EPAM Systems, Inc. 2012 Long-Term Incentive Plan) (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, SEC File No. 001-35418, filed May 7, 2014 (the "Q1 2014 Form 10-Q"))</a>
10.7†	<a href="#">Form of Senior Management Restricted Stock Unit Award Agreement (under the EPAM Systems, Inc. 2012 Long-Term Incentive Plan) (incorporated by reference to Exhibit 10.2 to the Q1 2014 Form 10-Q)</a>
10.8†	<a href="#">Form of Chief Executive Officer Non-Qualified Stock Option Award Agreement (under the EPAM Systems, Inc. 2012 Long-Term Incentive Plan) (incorporated by reference to Exhibit 10.3 to the Q1 2014 Form 10-Q)</a>
10.9†	<a href="#">Form of Chief Executive Officer Restricted Stock Unit Award Agreement (under the EPAM Systems, Inc. 2012 Long-Term Incentive Plan) (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, SEC File No. 001-35418, filed May 7, 2015 (the "Q1 2015 Form 10-Q"))</a>
10.10†	<a href="#">Form of Senior Management Restricted Stock Unit Award Agreement (under the EPAM Systems, Inc. 2012 Long-Term Incentive Plan) (incorporated by reference to Exhibit 10.2 to the Q1 2015 Form 10-Q)</a>
10.11†	<a href="#">EPAM Systems, Inc. 2015 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, SEC File No. 001-35418, filed June 15, 2015)</a>
10.12†	<a href="#">Form of Chief Executive Officer Non-Qualified Stock Option Award Agreement (incorporated by reference to Exhibit 10.12 to the Company's Form 10-K for the fiscal year ended December 31, 2015, SEC File No. 001-35418, filed February 23, 2016 (the "2015 Form 10-K"))</a>
10.13†	<a href="#">Form of Chief Executive Officer Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.13 of the 2015 Form 10-K)</a>
10.14†	<a href="#">Form of Senior Management Non-Qualified Stock Option Award Agreement (incorporated by reference to Exhibit 10.14 of the 2015 Form 10-K)</a>
10.15†	<a href="#">Form of Senior Management Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.15 of the 2015 Form 10-K)</a>
10.16†	<a href="#">Amended and Restated EPAM Systems, Inc. Non-Employee Directors Compensation Plan (incorporated herein by reference to Exhibit 10.3 to the Q1 2015 Form 10-Q)</a>
10.17†	<a href="#">Form of Non-Employee Director Restricted Stock Award Agreement (under the EPAM Systems, Inc. 2012 Non-Employee Directors Compensation Plan) (incorporated herein by reference to Exhibit 10.16 to Amendment No. 6)</a>
10.18†	<a href="#">Form of Director Offer Letter (incorporated herein by reference to Exhibit 10.18 to Amendment No. 6)</a>
10.19†	<a href="#">Executive Employment Agreement by and between Arkadiy Dobkin and EPAM Systems, Inc. dated January 20, 2006 (expired except with respect to Section 8) (incorporated herein by reference to Exhibit 10.19 to Amendment No. 6)</a>
10.20†	<a href="#">Employment Contract by and between Balazs Fejes and EPAM Systems (Switzerland) GmbH, dated June 15, 2009 (incorporated herein by reference to Exhibit 10.21 to Amendment No. 6)</a>

10.21†	<a href="#">Consultancy Agreement by and between Landmark Business Development Limited, Balazs Fejes and EPAM Systems, Inc. dated January 20, 2006 (expired except with respect to Section 8) (incorporated herein by reference to Exhibit 10.22 to Amendment No. 6)</a>
10.22†	<a href="#">Form of nondisclosure, noncompete and nonsolicitation agreement (incorporated herein by reference to Exhibit 10.24 to Amendment No. 6)</a>
10.23†	<a href="#">Form of Indemnification Agreement (incorporated herein by reference to Exhibit 10.25 to Amendment No. 6)</a>
10.24†	<a href="#">Offer Letter by and between Boris Shnayder and EPAM Systems, Inc. dated June 20, 2015 (incorporated by reference to Exhibit 10.28 to the Company's Form 10-K for the year ended December 31, 2016 (the "2016 10-K"))</a>
10.25†	<a href="#">Offer Letter by and between Jason Peterson and EPAM Systems, Inc. dated March 16, 2017 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed March 29, 2017, SEC file No. 001-35418)</a>
10.26†	<a href="#">EPAM Systems, Inc. Amended Non-Employee Directors Compensation Policy (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report for the quarter ended March 31, 2017, SEC File No., 001-35418, filed May 8, 2017 (the "Q1 2017 Form 10-Q"))</a>
10.27†	<a href="#">Amended Non-Employee Director Compensation Policy (effective January 1, 2019) (incorporated by reference to Exhibit 10.28 to the Company's Form 10-K for the year ended December 31, 2018 (the "2018 10-K"))</a>
10.28†	<a href="#">EPAM Systems, Inc. 2017 Non-Employee Directors Deferral Plan (incorporated by reference to Exhibit 10.2 to the Q1 2017 Form 10-Q)</a>
10.29†	<a href="#">Form of Non-Employee Director Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.3 to the Q1 2017 Form 10-Q)</a>
10.30†	<a href="#">Form of Director Deferral Election Form (incorporated by reference to Exhibit 10.4 to the Q1 2017 Form 10-Q)</a>
10.31	<a href="#">Credit Agreement dated as of May 24, 2017 by and among EPAM Systems, Inc. (as borrower), the lenders and guarantors party thereto, and PNC Bank, National Association, as Administrative Agent (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 26, 2017, SEC File No. 001-35418)</a>
10.32	<a href="#">First Amendment to Credit Agreement (incorporated by reference to Exhibit 10.33 to the 2018 10-K)</a>
10.33	<a href="#">Second Amendment to Credit Agreement (incorporated by reference to Exhibit 10.34 to the 2019 10-K)</a>
21.1*	<a href="#">Subsidiaries of the Registrant</a>
23.1*	<a href="#">Consent of Independent Registered Public Accounting Firm</a>
31.1*	<a href="#">Certification of the Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934</a>
31.2*	<a href="#">Certification of the Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934</a>
32.1*	<a href="#">Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
32.2*	<a href="#">Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
101.INS	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
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File - (formatted as Inline XBRL and contained in Exhibit 101)
†	Indicates management contracts or compensatory plans or arrangements
*	Exhibits filed herewith

**Item 16. Form 10-K Summary**

None.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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.

Date: February 25, 2021

EPAM SYSTEMS, INC.

By: /s/ Arkadiy Dobkin  
Name: Arkadiy Dobkin  
Title: Chairman, Chief Executive Officer and President  
(principal executive officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Arkadiy Dobkin</u> Arkadiy Dobkin	Chairman, Chief Executive Officer and President (principal executive officer)	February 25, 2021
<u>/s/ Jason Peterson</u> Jason Peterson	Senior Vice President, Chief Financial Officer and Treasurer (principal financial officer)	February 25, 2021
<u>/s/ Gary Abrahams</u> Gary Abrahams	Vice President, Corporate Controller, Chief Accounting Officer (principal accounting officer)	February 25, 2021
<u>/s/ Eugene Roman</u> Eugene Roman	Director	February 25, 2021
<u>/s/ Helen Shan</u> Helen Shan	Director	February 25, 2021
<u>/s/ Jill B. Smart</u> Jill B. Smart	Director	February 25, 2021
<u>/s/ Karl Robb</u> Karl Robb	Director	February 25, 2021
<u>/s/ Richard Michael Mayoras</u> Richard Michael Mayoras	Director	February 25, 2021
<u>/s/ Robert E. Segert</u> Robert E. Segert	Director	February 25, 2021
<u>/s/ Ronald P. Vargo</u> Ronald P. Vargo	Director	February 25, 2021

EPAM SYSTEMS, INC.  
FORM 10-K  
FOR THE YEAR ENDED DECEMBER 31, 2020

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of EPAM Systems, Inc.

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of EPAM Systems, Inc. and subsidiaries (the “Company”) as of December 31, 2020 and 2019, the related consolidated statements of income, comprehensive income, changes in stockholders’ equity, and cash flows for each of the three years in the period ended December 31, 2020, and the related notes and the schedule listed in the Index at Item 15 (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2020 and 2019, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2020, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company’s internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 25, 2021, expressed an unqualified opinion on the Company’s internal control over financial reporting.

### Change in Accounting Principle

As discussed in Note 1 to the financial statements, effective January 1, 2019, the Company adopted FASB Accounting Standards Update (“ASU”) 2016-02, *Leases (Topic 842)*.

### Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### Critical Audit Matter

The critical audit matter communicated below is the matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

#### **Revenues — Refer to Notes 1 and 11 to the financial statements**

##### *Critical Audit Matter Description*

The Company recognizes revenue when control of goods or services is passed to a customer in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services. Such control may be transferred over time or at a point in time depending on satisfaction of obligations stipulated by the contract. Total revenues were \$2,659 million for the year ended December 31, 2020.

In 2020, the Company recognized revenue related to contracts with customers, with no single customer accounting for more than 10% of revenues. Although some of these revenues are recognized under long-term agreements of more than one year, others are negotiated on an annual basis or shorter. Given the number of customers and the nature of the different customer agreements, auditing revenue was challenging due to the extent of audit effort required to evaluate whether revenue was recorded in accordance with the terms of the contracts with the Company's customers.

*How the Critical Audit Matter Was Addressed in the Audit*

Our audit procedures related to whether revenue was recorded in accordance with the terms of the contracts with the Company's customers included the following, among others:

- We tested the effectiveness of controls over revenue, including management's controls over (1) the determination of whether an arrangement with a customer meets the criteria to be considered a contract under ASC 606 and (2) the inputs used in and the mathematical accuracy of the contract revenue calculations and the terms of the related customer contracts.
- We selected a sample of recorded revenue transactions and (1) recalculated the amount using the terms of the customer contract and (2) tested whether the underlying arrangement with the customer met the criteria to be considered a contract under ASC 606 as of the date the revenue was recorded.
- We selected a sample of hours charged by the Company's employees in the Company's internal time tracking system, obtained support for whether such hours represented services provided to a customer, and tested whether the hours had been properly evaluated for inclusion in the Company's revenue calculations.

*/s/ DELOITTE & TOUCHE LLP*

Philadelphia, Pennsylvania  
February 25, 2021

We have served as the Company's auditor since 2006.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and Board of Directors of EPAM Systems, Inc.

### Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of EPAM Systems, Inc. and subsidiaries (the “Company”) as of December 31, 2020, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements and financial statement schedule as of and for the year ended December 31, 2020, of the Company and our report dated February 25, 2021, expressed an unqualified opinion on those financial statements and financial statement schedule.

As described in *Management’s Report on Internal Control Over Financial Reporting*, management excluded from its assessment the internal control over financial reporting at acquired businesses as described more fully in Note 2 to the consolidated financial statements, which were acquired during the year ended December 31, 2020, and whose financial statements constitute 1.5% of total assets and 0.2% of revenues of the consolidated financial statement amounts as of and for the year ended December 31, 2020. Accordingly, our audit did not include the internal control over financial reporting at acquired businesses as described more fully in Note 2 to the consolidated financial statements.

### Basis for Opinion

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying *Management’s Report on Internal Control Over Financial Reporting*. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed 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. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ DELOITTE & TOUCHE LLP

Philadelphia, Pennsylvania

February 25, 2021

**EPAM SYSTEMS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(In thousands, except par value)

	As of December 31, 2020	As of December 31, 2019
<b>Assets</b>		
Current assets		
Cash and cash equivalents	\$ 1,322,143	\$ 936,552
Short-term investments	60,007	9
Trade receivables and contract assets, net of allowance of \$4,886 and \$2,920, respectively	501,062	497,716
Prepaid and other current assets	29,570	39,934
<b>Total current assets</b>	<b>1,912,782</b>	<b>1,474,211</b>
Property and equipment, net	169,533	165,259
Operating lease right-of-use assets, net	228,672	238,991
Intangible assets, net	51,975	56,258
Goodwill	211,956	195,043
Deferred tax assets	92,454	75,013
Other noncurrent assets	53,960	39,433
<b>Total assets</b>	<b>\$ 2,721,332</b>	<b>\$ 2,244,208</b>
<b>Liabilities</b>		
Current liabilities		
Accounts payable	\$ 10,189	\$ 7,831
Accrued compensation and benefits expenses	294,709	230,035
Accrued expenses and other current liabilities	79,690	82,476
Income taxes payable, current	20,603	9,064
Operating lease liabilities, current	60,759	57,542
<b>Total current liabilities</b>	<b>465,950</b>	<b>386,948</b>
Long-term debt	25,038	25,074
Income taxes payable, noncurrent	43,448	45,878
Operating lease liabilities, noncurrent	180,604	180,848
Other noncurrent liabilities	23,274	9,315
<b>Total liabilities</b>	<b>738,314</b>	<b>648,063</b>
<b>Commitments and contingencies (Note 15)</b>		
<b>Stockholders' equity</b>		
Common stock, \$0.001 par value; 160,000 authorized; 56,128 and 55,208 shares issued, 56,108 and 55,188 shares outstanding at December 31, 2020 and December 31, 2019, respectively	56	55
Additional paid-in capital	660,771	607,051
Retained earnings	1,347,880	1,020,590
Treasury stock	(177)	(177)
Accumulated other comprehensive loss	(25,512)	(31,374)
<b>Total stockholders' equity</b>	<b>1,983,018</b>	<b>1,596,145</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 2,721,332</b>	<b>\$ 2,244,208</b>

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



**EPAM SYSTEMS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**  
**(In thousands, except per share data)**

	For the Years Ended December 31,		
	2020	2019	2018
<b>Revenues</b>	<b>\$ 2,659,478</b>	<b>\$ 2,293,798</b>	<b>\$ 1,842,912</b>
<b>Operating expenses:</b>			
Cost of revenues (exclusive of depreciation and amortization)	1,732,522	1,488,198	1,186,921
Selling, general and administrative expenses	484,758	457,433	373,587
Depreciation and amortization expense	62,874	45,317	36,640
<b>Income from operations</b>	<b>379,324</b>	<b>302,850</b>	<b>245,764</b>
Interest and other income, net	3,822	8,725	3,522
Foreign exchange (loss)/gain	(4,667)	(12,049)	487
<b>Income before provision for income taxes</b>	<b>378,479</b>	<b>299,526</b>	<b>249,773</b>
Provision for income taxes	51,319	38,469	9,517
<b>Net income</b>	<b>\$ 327,160</b>	<b>\$ 261,057</b>	<b>\$ 240,256</b>
<b>Net income per share:</b>			
Basic	\$ 5.87	\$ 4.77	\$ 4.48
Diluted	\$ 5.60	\$ 4.53	\$ 4.24
<b>Shares used in calculation of net income per share:</b>			
Basic	55,727	54,719	53,623
Diluted	58,446	57,668	56,673

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

**EPAM SYSTEMS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**(In thousands)**

	For the Years Ended December 31,		
	2020	2019	2018
<b>Net income</b>	<b>\$ 327,160</b>	<b>\$ 261,057</b>	<b>\$ 240,256</b>
Other comprehensive income/(loss):			
Change in foreign currency translation adjustments, net of tax	4,498	6,295	(21,338)
Change in unrealized gain/(loss) on hedging instruments, net of tax	2,350	3,845	(2,553)
Defined benefit pension plans - actuarial loss, net of tax	(986)	—	—
Other comprehensive income/(loss)	5,862	10,140	(23,891)
<b>Comprehensive income</b>	<b>\$ 333,022</b>	<b>\$ 271,197</b>	<b>\$ 216,365</b>

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

**EPAM SYSTEMS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN**  
**STOCKHOLDERS' EQUITY**  
(In thousands)

	Common Stock		Additional Paid-in Capital	Retained Earnings	Treasury Stock		Accumulated Other Comprehensive (Loss)/ Income	Total Stockholders' Equity
	Shares	Amount			Shares	Amount		
<b>Balance, January 1, 2018</b>	<b>52,984</b>	<b>\$ 53</b>	<b>\$ 473,874</b>	<b>\$ 518,820</b>	<b>20</b>	<b>\$ (177)</b>	<b>\$ (17,623)</b>	<b>\$ 974,947</b>
Cumulative effect of the adoption of ASU 2014-09	—	—	—	457	—	—	—	457
<b>Adjusted Balance, January 1, 2018</b>	<b>52,984</b>	<b>\$ 53</b>	<b>\$ 473,874</b>	<b>\$ 519,277</b>	<b>20</b>	<b>\$ (177)</b>	<b>\$ (17,623)</b>	<b>\$ 975,404</b>
Restricted stock units vested	222	—	—	—	—	—	—	—
Restricted stock units withheld for employee taxes	(71)	—	(8,131)	—	—	—	—	(8,131)
Stock-based compensation expense	—	—	44,279	—	—	—	—	44,279
Proceeds from stock option exercises	945	1	34,678	—	—	—	—	34,679
Other comprehensive loss	—	—	—	—	—	—	(23,891)	(23,891)
Net income	—	—	—	240,256	—	—	—	240,256
<b>Balance, December 31, 2018</b>	<b>54,080</b>	<b>\$ 54</b>	<b>\$ 544,700</b>	<b>\$ 759,533</b>	<b>20</b>	<b>\$ (177)</b>	<b>\$ (41,514)</b>	<b>\$ 1,262,596</b>
Restricted stock issued in connection with acquisitions (Note 2)	19	—	—	—	—	—	—	—
Restricted stock units vested	285	—	—	—	—	—	—	—
Restricted stock units withheld for employee taxes	(95)	—	(15,951)	—	—	—	—	(15,951)
Stock-based compensation expense	—	—	41,256	—	—	—	—	41,256
Proceeds from stock option exercises	899	1	37,046	—	—	—	—	37,047
Other comprehensive income	—	—	—	—	—	—	10,140	10,140
Net income	—	—	—	261,057	—	—	—	261,057
<b>Balance, December 31, 2019</b>	<b>55,188</b>	<b>\$ 55</b>	<b>\$ 607,051</b>	<b>\$ 1,020,590</b>	<b>20</b>	<b>\$ (177)</b>	<b>\$ (31,374)</b>	<b>\$ 1,596,145</b>
Cumulative effect of the adoption of ASU 2016-13	—	—	—	130	—	—	—	130
<b>Adjusted Balance, December 31, 2019</b>	<b>55,188</b>	<b>\$ 55</b>	<b>\$ 607,051</b>	<b>\$ 1,020,720</b>	<b>20</b>	<b>\$ (177)</b>	<b>\$ (31,374)</b>	<b>\$ 1,596,275</b>
Restricted stock units vested	327	—	—	—	—	—	—	—
Restricted stock units withheld for employee taxes	(106)	—	(20,190)	—	—	—	—	(20,190)
Stock-based compensation expense	—	—	47,462	—	—	—	—	47,462
Proceeds from stock option exercises	699	1	26,448	—	—	—	—	26,449
Other comprehensive income	—	—	—	—	—	—	5,862	5,862
Net income	—	—	—	327,160	—	—	—	327,160
<b>Balance, December 31, 2020</b>	<b>56,108</b>	<b>\$ 56</b>	<b>\$ 660,771</b>	<b>\$ 1,347,880</b>	<b>20</b>	<b>\$ (177)</b>	<b>\$ (25,512)</b>	<b>\$ 1,983,018</b>

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

**EPAM SYSTEMS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands)

	For the Years Ended December 31,		
	2020	2019	2018
<b>Cash flows from operating activities:</b>			
Net income	\$ 327,160	\$ 261,057	\$ 240,256
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization expense	62,874	45,317	36,640
Operating lease right-of-use assets amortization expense	66,369	55,859	—
Bad debt expense	2,253	1,619	848
Deferred taxes	(19,994)	(7,764)	(48,000)
Stock-based compensation expense	75,238	72,036	59,188
Other	6,796	4,764	(1,712)
Changes in assets and liabilities:			
Trade receivables and contract assets	4,235	(87,174)	(46,902)
Prepaid and other assets	6,983	(7,155)	(8,432)
Accounts payable	2,428	(1,685)	(772)
Accrued expenses and other liabilities	60,133	27,125	51,953
Operating lease liabilities	(64,453)	(53,419)	—
Income taxes payable	14,385	(23,127)	9,151
<b>Net cash provided by operating activities</b>	<b>544,407</b>	<b>287,453</b>	<b>292,218</b>
<b>Cash flows from investing activities:</b>			
Purchases of property and equipment	(68,793)	(99,308)	(37,574)
Purchases of short-term investments	(120,000)	—	—
Proceeds from short-term investments	60,009	—	418
Acquisition of businesses, net of cash acquired (Note 2)	(18,888)	(39,322)	(74,268)
Purchases of non-marketable securities	(20,500)	(5,000)	—
Other investing activities, net	1,018	(1,739)	(699)
<b>Net cash used in investing activities</b>	<b>(167,154)</b>	<b>(145,369)</b>	<b>(112,123)</b>
<b>Cash flows from financing activities:</b>			
Proceeds from stock option exercises	26,410	37,003	34,845
Payments of withholding taxes related to net share settlements of restricted stock units	(20,132)	(15,503)	(7,747)
Repayment of debt (Note 9)	(18)	(9)	(3,494)
Payment of contingent consideration for previously acquired businesses	(7,004)	(1,104)	—
Other financing activities, net	(21)	(24)	(603)
<b>Net cash (used in)/provided by financing activities</b>	<b>(765)</b>	<b>20,363</b>	<b>23,001</b>
Effect of exchange rate changes on cash, cash equivalents and restricted cash	9,357	3,530	(14,240)
Net increase in cash, cash equivalents and restricted cash	385,845	165,977	188,856
Cash, cash equivalents and restricted cash, beginning of period	937,688	771,711	582,855
<b>Cash, cash equivalents and restricted cash, end of period</b>	<b>\$ 1,323,533</b>	<b>\$ 937,688</b>	<b>\$ 771,711</b>

**EPAM SYSTEMS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands)  
(Continued)

	For the Years Ended December 31,		
	2020	2019	2018
<b>Supplemental disclosure of cash flow information:</b>			
Cash paid during the year for:			
Income taxes, net of refunds	\$ 54,520	\$ 65,306	\$ 40,437
Interest	\$ 425	\$ 832	\$ 777
<b>Supplemental disclosure of non-cash investing and financing activities</b>			
Acquisition-date fair value of contingent consideration issued for acquisition of businesses	\$ 7,119	\$ 3,876	\$ 8,390
Capital expenditures incurred but not yet paid	\$ 1,582	\$ 16,921	\$ 2,140

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the consolidated balance sheets:

	As of December 31, 2020	As of December 31, 2019	As of December 31, 2018
<b>Balance sheet classification</b>			
Cash and cash equivalents	\$ 1,322,143	\$ 936,552	\$ 770,560
Restricted cash in Prepaid and other current assets	106	—	14
Restricted cash in Other noncurrent assets	1,284	1,136	1,137
Total restricted cash	1,390	1,136	1,151
<b>Total cash, cash equivalents and restricted cash</b>	<b>\$ 1,323,533</b>	<b>\$ 937,688</b>	<b>\$ 771,711</b>

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

**EPAM SYSTEMS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(In thousands, except per share data and as otherwise disclosed)**

**1. BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

EPAM Systems, Inc. (the “Company” or “EPAM”) is a leading global provider of digital platform engineering and software development services to customers located around the world, primarily in North America, Europe, Asia and Australia. The Company’s industry expertise includes financial services, travel and consumer, software and hi-tech, business information and media, life sciences and healthcare, as well as other emerging industries. The Company is incorporated in Delaware with headquarters in Newtown, Pennsylvania.

**Principles of Consolidation** — The consolidated financial statements include the financial statements of EPAM and its subsidiaries. All intercompany balances and transactions have been eliminated.

**Reclassifications** — Certain amounts recorded in the prior-period consolidated balance sheets and consolidated statements of cash flows presented have been reclassified to conform to the current-period financial statement presentation. These reclassifications had no effect on previously reported results of operations.

**Use of Estimates** — The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions. These estimates and assumptions affect reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, as well as revenues and expenses during the reporting period. The Company bases its estimates and judgments on historical experience, knowledge of current conditions and its beliefs of what could occur in the future, given available information. Actual results could differ from those estimates, and such differences may be material to the financial statements.

**Cash and Cash Equivalents** — Cash equivalents are short-term, highly liquid investments and deposits that are readily convertible into cash, with maturities of three months or less at the date acquired. Highly liquid investments with maturities greater than three months at the date acquired are reported separately from cash equivalents.

**Trade Receivables and Contract Assets** — The Company classifies its right to consideration in exchange for deliverables as either a trade receivable or a contract asset. A trade receivable is a right to consideration that is unconditional (i.e., only the passage of time is required before payment is due) regardless of whether the amounts have been billed. Trade receivables are stated net of allowance for doubtful accounts. Outstanding trade receivables are reviewed periodically and allowances are provided for the estimated amount of receivables that may not be collected. The allowance for doubtful accounts is determined based on historical experience and management’s evaluation of trade receivables. A contract asset is a right to consideration that is conditional upon factors other than the passage of time. Contract assets primarily relate to unbilled amounts on fixed-price contracts. Contract assets are recorded when services have been provided but the Company does not have an unconditional right to receive consideration. The Company recognizes an impairment loss when the contract carrying amount is greater than the remaining consideration receivable, less directly related costs to be incurred.

**Property and Equipment** — Property and equipment acquired in the ordinary course of the Company’s operations are stated at cost, net of accumulated depreciation. Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets generally ranging from two to fifty years. Leasehold improvements are amortized on a straight-line basis over the shorter of the term of the lease or the estimated useful life of the improvement. Maintenance and repairs are expensed as incurred.

**Business Combinations** — The Company accounts for business combinations using the acquisition method which requires it to estimate the fair value of identifiable assets acquired and liabilities assumed, including any contingent consideration, to properly allocate the purchase price to the individual assets acquired and liabilities assumed in accordance with the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 805, *Business Combinations*. The allocation of the purchase price utilizes significant estimates in determining the fair values of identifiable assets acquired and liabilities assumed, especially with respect to intangible assets. The significant estimates and assumptions used include the timing and amount of forecasted revenues and cash flows, anticipated growth rates, customer attrition rates, the discount rate reflecting the risk inherent in future cash flows and the determination of useful lives for finite-lived assets. There are different valuation models for each component, the selection of which requires considerable judgment. These determinations will affect the amount of amortization expense recognized in future periods. The Company bases its fair value estimates on assumptions it believes are reasonable, but recognizes that the assumptions are inherently uncertain. The acquired assets typically include customer relationships, software, trade names, non-competition agreements, and assembled workforce and as a result, a substantial portion of the purchase price is allocated to goodwill and other intangible assets.

If the initial accounting for the business combination has not been completed by the end of the reporting period in which the business combination occurs, provisional amounts are reported to present information about facts and circumstances that existed as of the acquisition date. Once the measurement period ends, which in no case extends beyond one year from the acquisition date, revisions to the accounting for the business combination are recorded in earnings.

All acquisition-related costs, other than the costs to issue debt or equity securities, are accounted for as expenses in the period in which they are incurred. Changes in the fair value of contingent consideration arrangements that are not measurement period adjustments are recognized in earnings.

**Long-Lived Assets** — Long-lived assets, such as property and equipment and finite-lived intangible assets, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. When the carrying value of an asset is more than the sum of the undiscounted expected future cash flows, an impairment is recognized. An impairment loss is measured as the excess of the asset's carrying amount over its fair value. Intangible assets that have finite useful lives are amortized over their estimated useful lives on a straight-line basis.

**Goodwill and Other Indefinite-Lived Intangible Assets** — Goodwill and other intangible assets that have indefinite useful lives are accounted for in accordance with FASB ASC 350, *Intangibles — Goodwill and Other*. The Company conducts its evaluation of goodwill impairment at the reporting unit level on an annual basis as of October 31st, and more frequently if events or circumstances indicate that the carrying value of a reporting unit exceeds its fair value. A reporting unit is an operating segment or one level below. The Company does not have intangible assets other than goodwill that have indefinite useful lives.

**Derivative Financial Instruments** — The Company enters into derivative financial instruments to manage exposure to fluctuations in certain foreign currencies. During 2018, for accounting purposes, these foreign currency forward contracts became designated as hedges, as defined under FASB ASC Topic 815, *Derivatives and Hedging*. The Company measures these foreign currency derivative contracts at fair value on a recurring basis utilizing Level 2 inputs and recognizes them as either assets or liabilities in its consolidated balance sheets. The Company records changes in the fair value of these hedges in accumulated other comprehensive income/(loss) until the forecasted transaction occurs. When the forecasted transaction occurs, the Company reclassifies the related gain or loss on the cash flow hedge to cost of revenues (exclusive of depreciation and amortization). In the event the underlying forecasted transaction does not occur, or it becomes probable that it will not occur, the Company reclassifies the gain or loss on the underlying hedge into income. If the Company does not elect hedge accounting, or the contract does not qualify for hedge accounting treatment, the changes in fair value from period to period are recorded in income. The cash flow impact of derivatives identified as hedging instruments is reflected as cash flows from operating activities. The cash flow impact of derivatives not identified as hedging instruments is reflected as cash flows from investing activities.

**Fair Value of Financial Instruments** — The Company makes assumptions about fair values of its financial assets and liabilities in accordance with FASB ASC Topic 820, *Fair Value Measurement*, and utilizes the following fair value hierarchy in determining inputs used for valuation:

Level 1 — Quoted prices for identical assets or liabilities in active markets.

Level 2 — Inputs other than quoted prices within Level 1 that are observable either directly or indirectly, including quoted prices in markets that are not active, quoted prices in active markets for similar assets or liabilities, and observable inputs other than quoted prices such as interest rates or yield curves.

Level 3 — Unobservable inputs reflecting management's view about the assumptions that market participants would use in pricing the asset or liability.

Where the fair values of financial assets and liabilities recorded in the consolidated balance sheets cannot be derived from an active market, they are determined using a variety of valuation techniques. These valuation techniques include a net present value technique, comparison to similar instruments with market observable inputs, option pricing models and other relevant valuation models. To the extent possible, observable market data is used as inputs into these models but when it is not feasible, a degree of judgment is required to establish fair values.

Changes in the fair value of liabilities could cause a material impact to, and volatility in the Company's operating results. See Note 4 "Fair Value Measurements."

**Accumulated Other Comprehensive Loss** — Accumulated other comprehensive loss (“AOCI”) consists of changes in the cumulative foreign currency translation adjustments and actuarial gains and losses on defined benefit pension plans. In addition, the Company enters into foreign currency exchange contracts, which are designated as cash flow hedges in accordance with FASB ASC Topic 815, *Derivatives and Hedging*. Changes in the fair values of these foreign currency exchange contracts are recognized in AOCI on the Company’s consolidated balance sheets until the settlement of those contracts.

**Revenue Recognition** — Effective January 1, 2018, the Company adopted the Accounting Standard Update (“ASU”) No. 2014-09, *Revenue from Contracts with Customers* (Topic 606) as amended using the modified retrospective method. The standard effectively replaced previously existing revenue recognition guidance (Topic 605) and requires entities to recognize revenue to depict the transfer of promised goods or services in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services as well as requires additional disclosure about the nature, amount, timing and uncertainty of revenues and cash flows arising from customer contracts, including significant judgments and changes in judgments.

The Company applied a practical expedient to aggregate the effect of all contract modifications that occurred before the adoption date.

The following table summarizes the impacts of changes in accounting policies after adoption of Topic 606 on the Company’s consolidated Statement of Income for the year ended December 31, 2018, which primarily resulted from deferring the timing of revenue recognition for contracts that were previously recognized on a cash basis and recognizing revenues from certain license agreements at a point-in-time rather than over time:

	Year Ended December 31, 2018		
	As Reported	Balances Without Adoption of Topic 606	Effect of Change Higher/(Lower)
Revenues	\$ 1,842,912	\$ 1,843,159	\$ (247)
Income from operations	\$ 245,764	\$ 246,011	\$ (247)
Provision for income taxes	\$ 9,517	\$ 9,572	\$ (55)
Net income	\$ 240,256	\$ 240,448	\$ (192)

The Company recognizes revenues when control of goods or services is passed to a customer in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services. Such control may be transferred over time or at a point in time depending on satisfaction of obligations stipulated by the contract. Consideration expected to be received may consist of both fixed and variable components and is allocated to each separately identifiable performance obligation based on the performance obligation’s relative standalone selling price. Variable consideration usually takes the form of volume-based discounts, service level credits, price concessions or incentives. Determining the estimated amount of such variable consideration involves assumptions and judgment that can have an impact on the amount of revenues reported.

The Company derives revenues from a variety of service arrangements, which have been evolving to provide more customized and integrated solutions to customers by combining software engineering with customer experience design, business consulting and technology innovation services. Fees for these contracts may be in the form of time-and-materials or fixed-price arrangements. The Company generates the majority of its revenues under time-and-material contracts, which are billed using hourly, daily or monthly rates to determine the amounts to be charged directly to the customer. The Company applies a practical expedient and revenues related to time-and-material contracts are recognized based on the right to invoice for services performed.

Fixed-price contracts include maintenance and support arrangements which may exceed one year in duration. Maintenance and support arrangements generally relate to the provision of ongoing services and revenues for such contracts are recognized ratably over the expected service period. Fixed-price contracts also include application development arrangements, where progress towards satisfaction of the performance obligation is measured using input or output methods and input methods are used only when there is a direct correlation between hours incurred and the end product delivered. Assumptions, risks and uncertainties inherent in the estimates used to measure progress could affect the amount of revenues, receivables and deferred revenues at each reporting period.

Revenues from licenses which have significant stand-alone functionality are recognized at a point in time when control of the license is transferred to the customer. Revenues from licenses which do not have stand-alone functionality are recognized over time.



If there is an uncertainty about the receipt of payment for the services, revenue recognition is deferred until the uncertainty is sufficiently resolved. The Company applies a practical expedient and does not assess the existence of a significant financing component if the period between transfer of the service to a customer and when the customer pays for that service is one year or less.

The Company reports gross reimbursable “out-of-pocket” expenses incurred as both revenues and cost of revenues in the consolidated statements of income and comprehensive income.

**Cost of Revenues (Exclusive of Depreciation and Amortization)** — Consists principally of salaries, bonuses, fringe benefits, stock-based compensation, project related travel costs and fees for subcontractors that are assigned to customer projects. Salaries and other compensation expenses of the Company’s delivery professionals are reported as cost of revenues regardless of whether the employees are actually performing customer services during a given period.

**Selling, General and Administrative Expenses** — Consists of expenses associated with promoting and selling the Company’s services and general and administrative functions of the business. These expenses include the costs of salaries, bonuses, fringe benefits, stock-based compensation, severance, bad debt, travel, legal and accounting services, insurance, facilities including operating leases, advertising and other promotional activities. In addition, the Company pays a membership fee of 1% of revenues generated in Belarus to the administrative organization of the Belarus High-Technologies Park.

**Stock-Based Compensation** — The Company recognizes the cost of its equity settled stock-based incentive awards based on the fair value of the award at the date of grant, net of estimated forfeitures. The cost is generally expensed evenly over the service period, unless otherwise specified by the award agreement. The service period is the period over which the employee performs the related services, which is normally the same as the vesting period. Equity-based awards that do not require future service are expensed immediately. Quarterly, the forfeiture assumption is adjusted and such adjustment may affect the timing of recognition of the total amount of expense recognized over the vesting period. Stock-based awards that do not meet the criteria for equity classification are recorded as liabilities and adjusted to fair value at the end of each reporting period.

**Income Taxes** — The provision for income taxes includes federal, state, local and foreign taxes. Deferred tax assets and liabilities are recognized for the estimated future tax consequences of temporary differences between the financial statement carrying amounts and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the year in which the temporary differences are expected to be reversed. Changes to enacted tax rates would result in either increases or decreases in the provision for income taxes in the period of changes.

The realizability of deferred tax assets is primarily dependent on future earnings. The Company evaluates the realizability of deferred tax assets and recognizes a valuation allowance when it is more likely than not that all, or a portion of, deferred tax assets will not be realized. A reduction in estimated forecasted results may require that we record valuation allowances against deferred tax assets. Once a valuation allowance has been established, it will be maintained until there is sufficient positive evidence to conclude that it is more likely than not that the deferred tax assets will be realized. A pattern of sustained profitability will generally be considered as sufficient positive evidence to reverse a valuation allowance. If the allowance is reversed in a future period, the income tax provision will be correspondingly reduced. Accordingly, the increase and decrease of valuation allowances could have a significant negative or positive impact on future earnings.

The United States subjects corporations to taxes on Global Intangible Low-Taxed Income (“GILTI”) earned by certain foreign subsidiaries. The Company elected to provide for the tax expense related to GILTI in the year the tax is incurred.

**Earnings per Share (“EPS”)** — Basic EPS is computed by dividing income available to common shareholders by the weighted-average number of shares of common stock outstanding during the period. Diluted earnings per share is computed by dividing income available to common shareholders by the weighted-average number of shares of common stock outstanding during the period, increased by the number of additional shares of common stock that would have been outstanding if the potentially dilutive securities had been issued. Potentially dilutive securities include outstanding stock options, unvested restricted stock and unvested restricted stock units (“RSUs”). The dilutive effect of potentially dilutive securities is reflected in diluted earnings per share by application of the treasury stock method.

**Foreign Currency Translation** — Assets and liabilities of consolidated foreign subsidiaries whose functional currency is not the U.S. dollar are translated into U.S. dollars at period-end exchange rates and revenues and expenses are translated into U.S. dollars at daily exchange rates. The adjustment resulting from translating the financial statements of such foreign subsidiaries into U.S. dollars is reflected as a cumulative translation adjustment and reported as a component of accumulated other comprehensive income/(loss).

For consolidated foreign subsidiaries whose functional currency is the U.S. dollar, transactions and balances denominated in the local currency are foreign currency transactions. Foreign currency transactions and balances related to non-monetary assets and liabilities are remeasured to the functional currency of the subsidiary at historical exchange rates while monetary assets and liabilities are remeasured to the functional currency of the subsidiary at period-end exchange rates. Foreign currency exchange gains or losses from remeasurement are included in income in the period in which they occur.

**Risks and Uncertainties** — As a result of its global operations, the Company may be subject to certain inherent risks.

*Concentration of Credit* — Financial instruments that potentially subject the Company to concentration of credit risk consist primarily of cash, cash equivalents, short-term investments and trade receivables. The Company maintains cash, cash equivalents and short-term investments with financial institutions. The Company believes its credit policies reflect normal industry terms and business risk and there is no expectation of non-performance by the counterparties.

The Company has cash in banks in Belarus, Russia, Ukraine, Kazakhstan, Armenia, Georgia and Uzbekistan, where the banking sector remains subject to periodic instability. Banking and other financial systems generally do not meet the banking standards of more developed markets, and bank deposits made by corporate entities are not insured. As of December 31, 2020, \$146.2 million of total cash was kept in banks in these countries, of which \$52.9 million was held in Belarus. In this region, and particularly in Belarus, a banking crisis, bankruptcy or insolvency of banks that process or hold the Company's funds, may result in the loss of deposits or adversely affect the Company's ability to complete banking transactions in the region, which could adversely affect the Company's business and financial condition. Cash in this region is used for the operational needs of the local entities and cash balances change with the operating needs of these entities. The Company regularly monitors cash held in these countries and, to the extent the cash held exceeds amounts required to support its operations in these countries, the Company distributes the excess funds into markets with more developed banking sectors.

Trade receivables are generally dispersed across many customers operating in different industries; therefore, concentration of credit risk is limited. Historically, credit losses and write-offs of trade receivables have not been material to the consolidated financial statements. If any of our customers enter bankruptcy protection or otherwise take steps to alleviate their financial distress, including distress resulting from the COVID-19 pandemic, the Company's credit losses and write-offs of trade receivables could increase, which would negatively impact its results of operations.

*Foreign currency risk* — The Company's global operations are conducted predominantly in U.S. dollars. Other than U.S. dollars, the Company generates revenues in various currencies, principally, euros, British pounds, Russian rubles, Swiss francs, and Canadian dollars and incurs expenditures principally in Russian rubles, Polish zlotys, euros, Swiss francs, Hungarian forints, British pounds, Indian rupees, Chinese yuan renminbi and Mexican pesos.

The Company's international operations expose it to foreign currency exchange rate changes that could impact translations of foreign denominated assets and liabilities into U.S. dollars and future earnings and cash flows from transactions denominated in different currencies. The Company is exposed to fluctuations in foreign currency exchange rates primarily related to trade receivables from sales in foreign currencies and cash outflows for expenditures in foreign currencies. The Company's results of operations, primarily revenues and expenses denominated in foreign currencies, can be affected if any of the currencies, which are used materially in the Company's business, appreciate or depreciate against the U.S. dollar. The Company has a hedging program whereby it entered into a series of foreign exchange forward contracts with durations of twelve months or less that are designated as cash flow hedges of forecasted Russian ruble, Polish zloty and Indian rupee transactions.

*Interest rate risk* — The Company's exposure to market risk is influenced by the changes in interest rates received on cash and cash equivalent deposits and short-term investments and paid on any outstanding balance on the Company's borrowings, mainly under the 2017 Credit Facility, which is subject to a variety of rates depending on the type and timing of funds borrowed (See Note 9 "Long-Term Debt"). The Company does not believe it is exposed to material direct risks associated with changes in interest rates related to these deposits and borrowings.

### **Adoption of New Accounting Standards**

Unless otherwise discussed below, the adoption of new accounting standards did not have a material impact on the Company's consolidated financial position, results of operations, and cash flows.

**Measurement of Credit Losses on Financial Instruments** — In June 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*.

The amendments in this update changed how companies measure and recognize credit impairment for many financial assets. The new credit loss model requires companies to immediately recognize an estimate of credit losses expected to occur over the remaining life of the financial assets (including trade receivables) that are in the scope of the update. The update also made amendments to the current impairment model for held-to-maturity and available-for-sale debt securities and certain guarantees. The Company adopted Topic 326, effective January 1, 2020, using a modified-retrospective approach through a cumulative effect adjustment to retained earnings as of the beginning of the period of adoption. As a result of the adoption of Topic 326, the Company recorded an immaterial reduction to its allowance for doubtful accounts for trade receivables and contract assets.

**Leases** — In February 2016, the FASB issued ASU 2016-02, Leases (“Topic 842”). The standard supersedes previously existing lease guidance (Topic 840) and requires entities to recognize all leases, with the exception of leases with a term of twelve months or less, on the balance sheet as right-of-use assets (“RoU Assets”) and lease liabilities. The guidance also changes disclosure requirements with a focus on providing information that will enable users of financial statements to assess the amount, timing and uncertainty of cash flows arising from leases.

The Company adopted Topic 842, effective January 1, 2019, using the optional transition approach, which allows the Company to apply the provisions of the standard at the effective date without adjusting the comparable periods and carry forward disclosures under previously existing guidance for those periods presented within the Company’s financial statements.

The Company determines if an arrangement is a lease or contains a lease at inception. The Company performs an assessment and classifies the lease as either an operating lease or a financing lease at the lease commencement date with a right-of-use asset and a lease liability recognized in the consolidated balance sheet under both classifications. The Company does not have finance leases that are material to the Company’s consolidated financial statements.

Lease liabilities are initially measured at the present value of lease payments not yet paid. The present value is determined by applying the readily determinable rate implicit in the lease or, if not available, the incremental borrowing rate of the lessee. The Company determines the incremental borrowing rate of the lessee on a lease-by-lease basis by developing an estimated centralized U.S. dollar borrowing rate for a fully collateralized obligation with a term similar to the lease term and adjusts the rate to reflect the incremental risk associated with the foreign currency in which the lease is denominated. The development of this estimate includes the use of recovery rates, U.S. risk-free rates, foreign currency/country base rate yields, and a synthetic corporate credit rating of the Company developed using regression analysis. Lease agreements of the Company may include options to extend or terminate the lease and the Company includes such options in the lease term when it is reasonably certain that the Company will exercise that option. RoU Assets are recognized based on the initial measurement of the lease liabilities plus initial direct costs less lease incentives and, according to the guidance for long-lived assets, RoU Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Lease expense for operating leases is recognized on a straight-line basis over the lease term.

The Company elected a practical expedient to account for lease and non-lease components together as a single lease component. The Company also elected the short-term lease recognition exemption for all classes of lease assets with an original term of twelve months or less. As part of the transition, the Company elected a package of practical expedients allowing it to carry forward historical accounting for any expired or existing contracts that are or contain lease contracts, including classification of such contracts and initial direct costs associated with them.

The adoption of Topic 842 on January 1, 2019 resulted in the recognition of RoU Assets for operating leases of \$177.6 million and operating lease liabilities of \$173.9 million. The adoption of Topic 842 did not have a material impact on the consolidated statement of income and comprehensive income, consolidated statement of changes in stockholders’ equity or the consolidated statement of cash flows.

See Note 8 “Leases” in the condensed consolidated financial statements for additional information regarding leases.

### **Pending Accounting Standards**

From time to time, new accounting pronouncements are issued by the FASB or other standards-setting bodies that the Company will adopt according to the various timetables the FASB specifies. The Company believes the impact of recently issued standards that are not yet effective will not have a material impact on its consolidated financial position, results of operations and cash flows upon adoption.

## 2. ACQUISITIONS

**Continuum** — On March 15, 2018, the Company acquired all of the outstanding equity of Continuum Innovation LLC together with its subsidiaries (“Continuum”) to enhance the Company’s consulting capabilities as well as its digital and service design practices. Continuum, headquartered in Boston with offices located in Milan, Seoul, and Shanghai, focuses on four practices including strategy, physical and digital design, technology and its Made Real Lab. The acquisition of Continuum added approximately 125 design consultants to the Company’s headcount. In connection with the Continuum acquisition, the Company paid \$52.5 million of cash and committed to making a cash earnout payment with a maximum amount payable of \$3.1 million, subject to attainment of specified performance targets in the 12 months after the acquisition date. See Note 4 “Fair Value Measurements” for more information regarding this earnout payment.

**Think** — On November 1, 2018, the Company acquired all of the equity interests of Think Limited (“Think”), a digital transformation agency headquartered in London, UK. This acquisition is intended to strengthen EPAM’s digital and organizational consulting capabilities in the UK and Western European markets and enhance the Company’s global product and design offerings. In connection with the Think acquisition, the Company paid \$26.3 million at closing and committed to making a cash earnout payment with a maximum amount payable based on exchange rates at the date of acquisition of \$8.2 million subject to attainment of specified performance targets in the 12 months after the acquisition date. During the year ended December 31, 2019, the Company paid \$0.2 million of net true-up payments which increased the purchase price. See Note 4 “Fair Value Measurements” for more information regarding the earnout payment.

**test IO** — On April 30, 2019, the Company acquired 100% of the equity interests of a crowdtesting company, test IO GmbH, and its subsidiary (“test IO”). In connection with the test IO acquisition, the Company paid \$17.3 million of cash.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed as of the date of acquisition as updated for any changes as of December 31, 2019 for Continuum and Think and as of December 31, 2020 for test IO:

	Continuum	Think	test IO
Cash and cash equivalents	\$ 2,251	\$ 2,344	\$ 663
Trade receivables and contract assets	9,139	2,637	621
Prepaid and other current assets	936	900	150
Goodwill	26,617	20,477	11,926
Intangible assets	14,450	6,882	6,219
Property and equipment and other noncurrent assets	8,902	1,214	305
<b>Total assets acquired</b>	<b>\$ 62,295</b>	<b>\$ 34,454</b>	<b>\$ 19,884</b>
Accounts payable, accrued expenses and other current liabilities	\$ 3,746	\$ 2,025	\$ 993
Long-term debt (Note 9)	3,220	—	—
Other noncurrent liabilities	490	—	1,568
<b>Total liabilities assumed</b>	<b>\$ 7,456</b>	<b>\$ 2,025</b>	<b>\$ 2,561</b>
<b>Net assets acquired</b>	<b>\$ 54,839</b>	<b>\$ 32,429</b>	<b>\$ 17,323</b>

During 2018, the Company adjusted initially recognized intangible assets acquired with Continuum and their useful lives, recognized an additional intangible asset in the form of a favorable lease, removed a noncurrent liability associated with an initially recognized unfavorable lease and revised the initial fair value of contingent consideration. The Company also finalized a working capital adjustment that resulted in cash collection in the amount of \$0.1 million reducing the original amount of the net assets acquired. These adjustments resulted in a corresponding decrease to the originally recognized value of acquired goodwill. During the first quarter of 2019, the Company finalized the fair value of the assets acquired and liabilities assumed in the acquisition of Continuum and no additional adjustments were recorded.

During 2019, the Company recorded purchase price adjustments which increased the original purchase price for Think by \$0.2 million, with a corresponding adjustment to net assets acquired. In addition, the Company recorded a \$1.5 million increase in deferred tax assets and other insignificant adjustments to other accounts with corresponding decreases to goodwill. During the fourth quarter of 2019, the Company finalized the fair value of the assets acquired and liabilities assumed in the acquisition of Think.

During 2019, the Company recorded purchase price adjustments which increased the original purchase price for test IO and adjusted related working capital accounts increasing the original amount of the net assets acquired by \$0.1 million. In addition, for the test IO acquisition, the Company reduced the value of acquired intangible assets by \$0.1 million with a corresponding increase to goodwill. During the second quarter of 2020, the Company finalized the fair value of the assets acquired and liabilities assumed in the acquisition of test IO and recorded insignificant purchase price adjustments to various accounts with corresponding net decreases to goodwill of \$0.2 million.

The following table presents the estimated fair values and useful lives of intangible assets acquired from Continuum, Think, and test IO as of the date of acquisition and updated for any changes during the years ended December 31, 2019 for Continuum and Think and December 31, 2020 for test IO:

	Continuum		Think		test IO	
	Weighted Average Useful Life (in years)	Amount	Weighted Average Useful Life (in years)	Amount	Weighted Average Useful Life (in years)	Amount
Customer relationships	6.5	\$ 5,800	7	\$ 6,117	7	\$ 2,456
Favorable lease	11.2	5,500	—	—	—	—
Software	—	—	—	—	6	3,461
Contract royalties	8	1,900	—	—	—	—
Trade names	5	1,250	5	765	4	302
<b>Total</b>		<b>\$ 14,450</b>		<b>\$ 6,882</b>		<b>\$ 6,219</b>

In connection with the adoption of Topic 842, effective January 1, 2019, the Company reclassified the favorable lease intangible asset to Operating lease right-of-use assets.

The goodwill recognized as a result of the acquisitions is attributable primarily to strategic and synergistic opportunities related to the consulting and design businesses, the assembled workforces acquired and other factors. The goodwill acquired as a result of the Continuum acquisition is expected to be deductible for income tax purposes while the goodwill acquired as a result of the Think and test IO acquisitions is not expected to be deductible for income tax purposes.

Pro forma results of operations have not been presented because the effect of the acquisitions on the Company's consolidated financial statements was not material individually or in the aggregate.

**Other 2019 Acquisitions** — During the year ended December 31, 2019, the Company completed four additional acquisitions with an aggregate cash purchase price of \$24.8 million and committed to making cash earnout payments with a maximum amount payable of \$3.0 million subject to attainment of specified performance targets ranging from 12 months to 24 months after the respective acquisition dates. These acquisitions increased EPAM's educational service and platform offerings and expanded the Company's geographical reach, as well as added \$7.5 million in intangible assets, consisting mainly of customer relationships. Pro forma results of operations have not been presented because the effect of these acquisitions on the Company's consolidated financial statements was not material individually or in the aggregate.

**2020 Acquisitions** — During the year ended December 31, 2020, the Company completed two acquisitions with an aggregate purchase price of \$22.5 million including contingent consideration with an aggregate acquisition-date fair value of \$5.3 million. The Company committed to making contingent consideration payments with a maximum aggregate amount payable of \$18.6 million subject to attainment of specified performance targets in the first and second calendar years after the respective acquisition dates. These acquisitions increased EPAM's software and service capabilities and expanded EPAM's offerings in financial services as well as added \$7.3 million of intangible assets, consisting mainly of customer relationships. Revenues generated by these acquisitions totaled \$6.0 million for the year ended December 31, 2020. Pro forma results of operations have not been presented because the effect of these acquisitions on the Company's consolidated financial statements was not material individually or in the aggregate.

### 3. GOODWILL AND INTANGIBLE ASSETS, NET

Goodwill by reportable segment was as follows:

	North America	Europe	Russia	Total
<b>Balance as of January 1, 2019</b>	<b>\$ 103,542</b>	<b>\$ 63,290</b>	<b>\$ —</b>	<b>\$ 166,832</b>
test IO acquisition (Note 2)	3,301	8,849	—	12,150
Other 2019 Acquisitions (Note 2)	6,503	9,546	738	16,787
Think purchase accounting adjustments	—	(2,043)	—	(2,043)
Effect of net foreign currency exchange rate changes	80	1,231	6	1,317
<b>Balance as of December 31, 2019</b>	<b>113,426</b>	<b>80,873</b>	<b>744</b>	<b>195,043</b>
test IO purchase accounting adjustment	863	(1,089)	—	(226)
Other 2019 acquisitions purchase accounting adjustments	219	259	21	499
2020 Acquisitions (Note 2)	6,042	6,903	—	12,945
Effect of net foreign currency exchange rate changes	582	3,160	(47)	3,695
<b>Balance as of December 31, 2020</b>	<b>\$ 121,132</b>	<b>\$ 90,106</b>	<b>\$ 718</b>	<b>\$ 211,956</b>

The Russia segment had accumulated goodwill impairment losses of \$2.2 million as of December 31, 2020, 2019 and 2018. There were no accumulated goodwill impairment losses in the North America or Europe reportable segments as of December 31, 2020, 2019 or 2018.

Intangible assets other than goodwill as of December 31, 2020 and 2019 were as follows:

	As of December 31, 2020			
	Weighted average life at acquisition (in years)	Gross carrying amount	Accumulated amortization	Net carrying amount
Customer relationships	9	\$ 94,169	\$ (49,415)	\$ 44,754
Software	6	6,309	(1,633)	4,676
Trade names	5	6,495	(5,273)	1,222
Contract royalties	8	1,900	(673)	1,227
Assembled workforce	3	157	(61)	96
<b>Total</b>		<b>\$ 109,030</b>	<b>\$ (57,055)</b>	<b>\$ 51,975</b>

	As of December 31, 2019			
	Weighted average life at acquisition (in years)	Gross carrying amount	Accumulated amortization	Net carrying amount
Customer relationships	9	\$ 87,489	\$ (38,526)	\$ 48,963
Software	6	4,472	(486)	3,986
Trade names	5	6,439	(4,753)	1,686
Contract royalties	8	1,900	(435)	1,465
Assembled workforce	3	158	—	158
<b>Total</b>		<b>\$ 100,458</b>	<b>\$ (44,200)</b>	<b>\$ 56,258</b>

All of the intangible assets other than goodwill have finite lives and as such are subject to amortization. Amortization of the other intangible assets is recognized in depreciation and amortization expense in the consolidated statements of income and comprehensive income.

The following table presents amortization expense recognized for the periods indicated:

	For the Years Ended December 31,		
	2020	2019	2018
Customer relationships	\$ 10,478	\$ 8,743	\$ 7,637
Software	1,068	486	—
Trade names	495	447	266
Contract royalties	238	238	198
Assembled workforce	61	—	—
Favorable lease	—	—	410
<b>Total</b>	<b>\$ 12,340</b>	<b>\$ 9,914</b>	<b>\$ 8,511</b>

In connection with the adoption of Topic 842, effective January 1, 2019, the Company reclassified the favorable lease intangible asset to Operating lease right-of-use assets. See Note 8 “Leases” for further information regarding the Company’s operating leases.

Based on the carrying value of the Company’s existing intangible assets as of December 31, 2020, the estimated amortization expense for the future years is as follows:

Year ending December 31,	Amount
2021	\$ 12,585
2022	12,426
2023	11,115
2024	8,586
2025	5,543
Thereafter	1,720
<b>Total</b>	<b>\$ 51,975</b>

#### 4. FAIR VALUE MEASUREMENTS

The Company carries certain assets and liabilities at fair value on a recurring basis on its consolidated balance sheets. The following table shows the fair values of the Company’s financial assets and liabilities measured at fair value on a recurring basis as of December 31, 2020:

	As of December 31, 2020			
	Balance	Level 1	Level 2	Level 3
Foreign exchange derivative assets	\$ 4,955	\$ —	\$ 4,955	\$ —
<b>Total assets measured at fair value on a recurring basis</b>	<b>\$ 4,955</b>	<b>\$ —</b>	<b>\$ 4,955</b>	<b>\$ —</b>
Foreign exchange derivative liabilities	\$ 243	\$ —	\$ 243	\$ —
Contingent consideration	7,470	—	—	7,470
<b>Total liabilities measured at fair value on a recurring basis</b>	<b>\$ 7,713</b>	<b>\$ —</b>	<b>\$ 243</b>	<b>\$ 7,470</b>

The following table shows the fair values of the Company’s financial assets and liabilities measured at fair value on a recurring basis as of December 31, 2019.

	As of December 31, 2019			
	Balance	Level 1	Level 2	Level 3
Foreign exchange derivative assets	\$ 1,910	\$ —	\$ 1,910	\$ —
<b>Total assets measured at fair value on a recurring basis</b>	<b>\$ 1,910</b>	<b>\$ —</b>	<b>\$ 1,910</b>	<b>\$ —</b>
Foreign exchange derivative liabilities	\$ 243	\$ —	\$ 243	\$ —
Contingent consideration	10,495	—	—	10,495
<b>Total liabilities measured at fair value on a recurring basis</b>	<b>\$ 10,738</b>	<b>\$ —</b>	<b>\$ 243</b>	<b>\$ 10,495</b>

The foreign exchange derivatives are valued using pricing models and discounted cash flow methodologies based on observable foreign exchange data at the measurement date. See Note 5 “Derivative Financial Instruments” for additional information regarding derivative financial instruments.

The fair value of the contingent consideration was determined using a probability-weighted expected return method and is based on the expected future payments to be made to the sellers of the acquired businesses in accordance with the provisions outlined in the respective purchase agreements. Although there is significant judgment involved, the Company believes its estimates and assumptions are reasonable. In determining fair value, the Company considered a variety of factors, including future performance of the acquired businesses using financial projections developed by the Company and market risk assumptions that were derived for revenue growth and earnings before interest and taxes. The Company estimated future payments using the earnout formula and performance targets specified in the purchase agreements and adjusted those estimates to reflect the probability of their achievement. Those weighted-average estimated future payments were then discounted to present value using a rate based on the weighted-average cost of capital of guideline companies. The discount rates used to determine the fair value of contingent consideration for the 2020 Acquisitions ranged from a minimum of 15.5% to a maximum of 17.5%. Changes in financial projections, market risk assumptions, discount rates or probability assumptions related to achieving the various earnout criteria would result in a change in the fair value of the recorded contingent liabilities. Such changes, if any, are recorded within Interest and other income, net in the Company’s consolidated statement of income and comprehensive income.

In connection with the Continuum acquisition, the Company committed to making a cash earnout payment subject to attainment of specified performance targets in the 12 months after the acquisition date. As of the acquisition date, the Company recorded a \$2.4 million contingent consideration liability related to this earnout payment and, subsequently, reduced this liability by \$0.9 million during 2018 and \$0.4 million during 2019 due to the change in its fair value. The Company extinguished the earnout obligation during 2019 by paying \$1.1 million in cash. In connection with the Think acquisition, the Company committed to making a cash earnout payment subject to attainment of specified performance targets in the 12 months after the acquisition date. As of the acquisition date, the Company recorded a \$6.0 million liability related to this earnout payment as contingent consideration and, subsequently, increased this liability by \$2.2 million during 2019 due to the change in its fair value. The Company extinguished the earnout obligation during 2020 by paying \$7.9 million in cash. In connection with the Company’s Other 2019 Acquisitions, the Company committed to making cash earnout payments subject to attainment of specified performance targets ranging from 12 months to 24 months after the respective acquisition dates. During 2020, the Company extinguished part of this earnout obligation by paying \$1.8 million in cash. See Note 2 “Acquisitions” in the consolidated financial statements for additional information regarding business acquisitions.



A reconciliation of the beginning and ending balances of Level 3 acquisition-related contractual contingent consideration using significant unobservable inputs for the years ended December 31, 2018, December 31, 2019 and December 31, 2020 are as follows:

	Amount
<b>Contractual contingent liabilities as of January 1, 2018</b>	<b>\$ —</b>
Acquisition date fair value of contingent consideration — Continuum acquisition (Note 2)	2,400
Acquisition date fair value of contingent consideration — Think acquisition (Note 2)	5,990
Changes in fair value of contingent consideration included in Interest and other income, net	(900)
Effect of net foreign currency exchange rate changes	(22)
<b>Contractual contingent liabilities as of December 31, 2018</b>	<b>\$ 7,468</b>
Payment of contingent consideration for previously acquired businesses	(1,104)
Acquisition date fair value of contingent consideration — Other 2019 Acquisitions (Note 2)	2,100
Changes in fair value of contingent consideration included in Interest and other income, net	1,776
Effect of net foreign currency exchange rate changes	255
<b>Contractual contingent liabilities as of December 31, 2019</b>	<b>\$ 10,495</b>
Payment of contingent consideration for previously acquired businesses	(9,619)
Acquisition date fair value of contingent consideration — 2020 Acquisitions (Note 2)	5,292
Changes in fair value of contingent consideration included in Interest and other income, net	1,827
Effect of net foreign currency exchange rate changes	(525)
<b>Contractual contingent consideration liabilities as of December 31, 2020</b>	<b>\$ 7,470</b>

#### Financial Assets and Liabilities Not Measured at Fair Value on a Recurring Basis

Estimates of fair value of financial instruments not carried at fair value on a recurring basis on the Company's consolidated balance sheets are generally subjective in nature, and are determined as of a specific point in time based on the characteristics of the financial instruments and relevant market information. The Company uses the following methods to estimate the fair values of its financial instruments:

- for financial instruments that have quoted market prices, those quoted prices are used to estimate fair value;
- for financial instruments for which no quoted market prices are available, fair value is estimated using information obtained from independent third parties, or by discounting the expected cash flows using an estimated current market interest rate for the financial instrument;
- for financial instruments for which no quoted market prices are available and that have no defined maturity, have a remaining maturity of 360 days or less, or repriced frequently to a market rate, the Company assumes that the fair value of these instruments approximates their reported value, after taking into consideration any applicable credit risk.

The generally short maturities of certain assets and liabilities result in a number of assets and liabilities for which fair value equals or closely approximates the amount recorded on the Company's consolidated balance sheets. Such financial assets and liabilities that are not carried at fair value on a recurring basis on the Company's consolidated balance sheets are cash equivalents, restricted cash, short-term investments, employee loans and long-term debt (Note 9 "Long-Term Debt").

The following tables present the estimated fair values of the Company's financial assets and liabilities not measured at fair value on a recurring basis as of the dates indicated:

	Balance	Estimated Fair Value	Fair Value Hierarchy		
			Level 1	Level 2	Level 3
<b>December 31, 2020</b>					
<b>Financial Assets:</b>					
Cash equivalents:					
Money market funds	\$ 153,783	\$ 153,783	\$ 153,783	\$ —	\$ —
Total cash equivalents	\$ 153,783	\$ 153,783	\$ 153,783	\$ —	\$ —
Restricted cash	\$ 1,390	\$ 1,390	\$ 1,390	\$ —	\$ —
Time deposits included in Short-term investments	\$ 60,007	\$ 60,007	\$ —	\$ 60,007	\$ —
Employee loans	\$ 794	\$ 794	\$ —	\$ —	\$ 794
<b>Financial Liabilities:</b>					
Borrowings under 2017 Credit Facility	\$ 25,007	\$ 25,007	\$ —	\$ 25,007	\$ —

	Balance	Estimated Fair Value	Fair Value Hierarchy		
			Level 1	Level 2	Level 3
<b>December 31, 2019</b>					
<b>Financial Assets:</b>					
Cash equivalents:					
Money market funds	\$ 407,817	\$ 407,817	\$ 407,817	\$ —	\$ —
Time deposits	10,002	10,002	—	10,002	—
Total cash equivalents	\$ 417,819	\$ 417,819	\$ 407,817	\$ 10,002	\$ —
Restricted cash	\$ 1,136	\$ 1,136	\$ 1,136	\$ —	\$ —
Employee loans	\$ 2,434	\$ 2,434	\$ —	\$ —	\$ 2,434
<b>Financial Liabilities:</b>					
Borrowings under 2017 Credit Facility	\$ 25,017	\$ 25,017	\$ —	\$ 25,017	\$ —

#### Non-Marketable Securities Without Readily Determinable Fair Values

The Company holds investments in equity securities that do not have readily determinable fair values. These investments are recorded at cost and are remeasured to fair value based on certain observable price changes or impairment events as they occur. The carrying amount of these investments was \$25.0 million and \$5.8 million as of December 31, 2020 and December 31, 2019, respectively and is classified as Other noncurrent assets in the Company's consolidated balance sheets.

#### 5. DERIVATIVE FINANCIAL INSTRUMENTS

In the normal course of business, the Company uses derivative financial instruments to manage the risk of fluctuations in foreign currency exchange rates. The Company has a hedging program whereby it enters into a series of foreign exchange forward contracts with durations of twelve months or less that are designated as cash flow hedges of forecasted Russian ruble, Polish zloty and Indian rupee transactions.

The Company measures derivative instruments and hedging activities at fair value and recognizes them as either assets or liabilities in its consolidated balance sheets. Accounting for the gains and losses resulting from changes in fair value depends on the use of the derivative and whether it is designated and qualifies for hedge accounting. To receive hedge accounting treatment, all hedging relationships are formally documented at the inception of the hedge, and the hedges must be highly effective in offsetting changes to future cash flows on hedged transactions. As of December 31, 2020, all of the Company's foreign exchange forward contracts were designated as hedges.

Derivatives may give rise to credit risks from the possible non-performance by counterparties. The Company has limited its credit risk by entering into derivative transactions only with highly-rated financial institutions and by conducting an ongoing evaluation of the creditworthiness of the financial institutions with which the Company does business. There is no financial collateral (including cash collateral) required to be posted by the Company related to the foreign exchange forward contracts.

The fair value of foreign currency derivative instruments on the Company's consolidated balance sheets as of December 31, 2020 and December 31, 2019 were as follows:

Balance Sheet Classification	As of December 31, 2020		As of December 31, 2019	
	Asset Derivatives	Liability Derivatives	Asset Derivatives	Liability Derivatives
<b>Foreign exchange forward contracts - Designated as hedging instruments</b>				
Prepaid and other current assets	\$ 4,955		\$ 1,910	
Accrued expenses and other current liabilities		\$ 243		\$ 243

## 6. PROPERTY AND EQUIPMENT, NET

Property and equipment, net consisted of the following:

	Weighted Average Useful Life (in years)	As of December 31, 2020	As of December 31, 2019
Computer hardware	3	\$ 117,333	\$ 96,286
Buildings	46	52,007	51,300
Leasehold improvements	7	39,675	30,634
Purchased computer software	3	31,993	32,115
Furniture, fixture and other equipment	7	31,859	28,193
Office equipment	7	20,971	18,901
Land improvements	18	2,137	2,137
Land	n/a	1,339	—
		297,314	259,566
Less accumulated depreciation and amortization		(127,781)	(94,307)
<b>Total</b>		<b>\$ 169,533</b>	<b>\$ 165,259</b>

Depreciation and amortization expense related to property and equipment was \$50.5 million, \$35.4 million and \$28.5 million during the years ended December 31, 2020, 2019 and 2018, respectively.

On November 1, 2019, the Company acquired an office building in Minsk, Belarus for \$18.9 million, excluding refundable VAT. The acquired building is intended to be used in the Company's normal operations as office space for its employees; however, a portion of the building was leased to third parties under operating lease agreements prior to the Company's purchase and the Company will continue leasing under those agreements (see Note 8 "Leases"). In addition to this building, the Company has other assets which generate lease income. The gross amount of such assets including the leased portion of the Minsk building was \$6.7 million and \$10.7 million, and the associated accumulated depreciation was \$0.2 million and \$0.1 million as of December 31, 2020 and 2019, respectively. Depreciation expense associated with these assets held under operating leases was \$0.2 million and \$0.1 million for the year ended December 31, 2020 and 2019, respectively.

## 7. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

Accrued expenses and other current liabilities consisted of the following:

	As of December 31, 2020	As of December 31, 2019
Value added taxes payable	\$ 34,522	\$ 24,016
Deferred revenue	17,383	9,132
Contingent consideration, current (Note 4)	1,125	10,057
Other current liabilities and accrued expenses	26,660	39,271
<b>Total</b>	<b>\$ 79,690</b>	<b>\$ 82,476</b>

## 8. LEASES

The Company leases office space, corporate apartments, office equipment, and vehicles. Many of the Company's leases contain variable payments including changes in base rent and charges for common area maintenance or other miscellaneous expenses. Due to this variability, the cash flows associated with these variable payments are not included in the minimum lease payments used in determining the RoU Assets and associated lease liabilities and are recognized in the period in which the obligation for such payments is incurred. The Company's leases have remaining lease terms ranging from 0.1 to 10.4 years. Certain lease agreements, mainly for office space, include options to extend or terminate the lease before the expiration date. The Company considers such options when determining the lease term when it is reasonably certain that the Company will exercise that option. The Company leases and subleases a portion of its office space to third parties. Lease income and sublease income were immaterial for the years ended December 31, 2020, 2019 and 2018.

During the years ended December 31, 2020 and 2019, the components of lease expense were as follows:

	Income Statement Classification	Year Ended December 31, 2020	Year Ended December 31, 2019
Operating lease cost	Selling, general and administrative expenses	\$ 73,740	\$ 62,740
Variable lease cost	Selling, general and administrative expenses	6,461	8,730
Short-term lease cost	Selling, general and administrative expenses	1,169	3,870
<b>Total lease cost</b>		<b>\$ 81,370</b>	<b>\$ 75,340</b>

Lease expense under operating lease agreements for the year ended December 31, 2018 was \$46.9 million.

Supplemental cash flow information related to leases was as follows:

	Year Ended December 31, 2020	Year Ended December 31, 2019
<b>Cash paid for amounts included in the measurement of lease liabilities:</b>		
Operating cash flows used for operating leases	\$ 70,012	\$ 59,952
<b>Right-of-use assets obtained in exchange for lease obligations:</b>		
Operating leases	\$ 50,949	\$ 107,822
<b>Non-cash net increase due to lease modifications:</b>		
Operating lease right-of-use assets	\$ 7,876	\$ 10,124
Operating lease liabilities	\$ 7,861	\$ 10,192

Weighted average remaining lease terms and discount rates as of December 31, 2020, were as follows:

	As of December 31, 2020	As of December 31, 2019
<b>Weighted average remaining lease term, in years:</b>		
Operating leases	5.9	6.1
<b>Weighted average discount rate:</b>		
Operating leases	2.9 %	3.6 %

As of December 31, 2020, operating lease liabilities will mature as follows:

Year ending December 31,	Lease Payments
2021	\$ 66,585
2022	50,147
2023	37,268
2024	32,400
2025	22,859
Thereafter	52,531
<b>Total lease payments</b>	<b>261,790</b>
Less: imputed interest	(20,427)
<b>Total</b>	<b>\$ 241,363</b>

There were no lease agreements that contained material restrictive covenants or material residual value guarantees as of December 31, 2020. There were no material lease agreements signed with related parties as of December 31, 2020.

As of December 31, 2020, the Company had committed to payments of \$1.0 million related to operating lease agreements that had not yet commenced as of December 31, 2020. These operating leases will commence on various dates during 2021 with lease terms ranging from 1 year to 5 years. The Company does not have any material finance lease agreements that had not yet commenced.

## 9. LONG-TERM DEBT

**Revolving Line of Credit**—On May 24, 2017, the Company entered into an unsecured credit facility (the “2017 Credit Facility”), as may be amended from time to time, with PNC Bank, National Association; PNC Capital Markets LLC; Citibank N.A.; Wells Fargo Bank, National Association; Fifth Third Bank and Santander Bank, N.A. (collectively the “Lenders”). The 2017 Credit Facility provides for a borrowing capacity of \$300.0 million, with potential to increase the credit facility up to \$400.0 million if certain conditions are met. The 2017 Credit Facility matures on May 24, 2022.

Borrowings under the 2017 Credit Facility may be denominated in U.S. dollars or up to a maximum of \$100.0 million in British pounds, Canadian dollars, euros and Swiss francs and other currencies as may be approved by the administrative agent and the Lenders. Borrowings under the 2017 Credit Facility bear interest at either a base rate or Euro-rate plus a margin based on the Company’s leverage ratio. The base rate is equal to the highest of (a) the Overnight Bank Funding Rate, plus 0.5%, (b) the Prime Rate, or (c) the Daily LIBOR Rate, plus 1.0%. As of December 31, 2020, the Company’s outstanding borrowings are subject to a LIBOR-based interest rate, which resets regularly at issuance, based on lending terms.

The 2017 Credit Facility includes customary business and financial covenants that may restrict the Company’s ability to make or pay dividends (other than certain intercompany dividends) if a potential or an actual event of default has occurred or would be triggered. As of December 31, 2020, the Company was in compliance with all covenants contained in the 2017 Credit Facility.

The following table presents the outstanding debt and borrowing capacity of the Company under the 2017 Credit Facility:

	As of December 31, 2020	As of December 31, 2019
Outstanding debt	\$ 25,000	\$ 25,000
Interest rate	1.2 %	2.8 %
Irrevocable standby letters of credit	\$ —	\$ 303
Available borrowing capacity	\$ 275,000	\$ 274,697
Current maximum borrowing capacity	\$ 300,000	\$ 300,000

As part of the acquisition of Continuum in 2018, the Company assumed \$3.4 million of long-term debt associated with a leased facility and payable to Continuum's landlord. The debt was payable in monthly installments through March 31, 2029 and bore interest at a rate of 8% per annum. In March 2018, the Company paid \$3.4 million to settle this assumed long-term debt.

## 10. PENSION AND POSTRETIREMENT BENEFITS

### Defined Contribution Pension Plans

The Company offers defined contribution plans for its employees in certain countries including a 401(k) retirement plan covering substantially all of the Company's U.S. employees. Employer contributions charged to expense for defined contribution benefit plans for the years ended December 31, 2020, 2019 and 2018, were \$16.0 million, \$14.8 million, and \$6.5 million, respectively.

### Defined Benefit Pension Plans

The Company sponsors defined benefit pension plans for its employees in certain countries as governed by local regulatory requirements. During the years ended December 31, 2020, 2019 and 2018, the Company recorded expense of \$4.3 million, \$1.4 million and \$2.6 million, respectively, related to these plans. During the year ended December 31, 2020, we recorded net actuarial loss as a component of net periodic benefit cost of \$1.3 million as accumulated other comprehensive loss. The net unfunded balance of our defined benefit pension plans was \$6.4 million as of December 31, 2020 of which \$1.0 million is included in Accrued compensation and benefits expense and \$5.4 million is classified in Other noncurrent liabilities in our consolidated balance sheet. The net unfunded balance of our defined benefit pension plans was \$3.9 million as of December 31, 2019 of which \$0.3 million is included in Accrued compensation and benefits expense and \$3.6 million is classified in Other noncurrent liabilities in our consolidated balance sheet.

## 11. REVENUES

Revenues are sourced from four geographic markets: North America, Europe, CIS and APAC. The Company presents and discusses revenues by customer location based on the location of the specific customer site that we serve, irrespective of the location of the headquarters of the customer or the location of the delivery center where the work is performed. Revenues by customer location is different from revenues by reportable segment as segments are not based on the geographic location of the customers, but instead they are based on the location of the Company's management responsible for a particular customer or market (see Note 16 "Segment Information"). The Company assigns customers into one of five vertical industries or a group of various industries where the Company is increasing its presence, which are labeled as "Emerging Verticals". Emerging Verticals include customers in multiple industries such as energy, utilities, manufacturing, automotive, telecommunications and several others.

## Disaggregation of Revenues

The following tables show the disaggregation of the Company's revenues by major customer location, including a reconciliation of the disaggregated revenues with the Company's reportable segments (Note 16 "Segment Information") for the years ended December 31, 2020, 2019 and 2018:

<u>Customer Locations</u>	Year Ended December 31, 2020			
	Reportable Segments			Consolidated Revenues
	North America	Europe	Russia	
North America	\$ 1,546,093	\$ 45,553	\$ 3,490	\$ 1,595,136
Europe	45,733	834,033	76	879,842
CIS	7,817	98	106,787	114,702
APAC	2,177	67,621	—	69,798
<b>Revenues</b>	<b>\$ 1,601,820</b>	<b>\$ 947,305</b>	<b>\$ 110,353</b>	<b>\$ 2,659,478</b>

<u>Customer Locations</u>	Year Ended December 31, 2019			
	Reportable Segments			Consolidated Revenues
	North America	Europe	Russia	
North America	\$ 1,344,040	\$ 45,859	\$ 116	\$ 1,390,015
Europe	27,042	719,548	276	746,866
CIS	8,583	143	91,745	100,471
APAC	1,279	55,167	—	56,446
<b>Revenues</b>	<b>\$ 1,380,944</b>	<b>\$ 820,717</b>	<b>\$ 92,137</b>	<b>\$ 2,293,798</b>

<u>Customer Locations</u>	Year Ended December 31, 2018			
	Reportable Segments			Consolidated Revenues
	North America	Europe	Russia	
North America	\$ 1,046,232	\$ 52,860	\$ 75	\$ 1,099,167
Europe	16,679	595,741	52	612,472
CIS	8,437	336	72,930	81,703
APAC	5,631	43,848	91	49,570
<b>Revenues</b>	<b>\$ 1,076,979</b>	<b>\$ 692,785</b>	<b>\$ 73,148</b>	<b>\$ 1,842,912</b>

The following tables show the disaggregation of the Company’s revenues by industry vertical, including a reconciliation of the disaggregated revenues with the Company’s reportable segments (Note 16 “Segment Information”) for the years ended December 31, 2020, 2019 and 2018:

	Year Ended December 31, 2020			
	Reportable Segments			Consolidated Revenues
	North America	Europe	Russia	
<b>Industry Verticals</b>				
Business Information & Media	\$ 334,063	\$ 224,922	\$ 1,695	\$ 560,680
Financial Services	199,594	278,355	77,286	555,235
Software & Hi-Tech	419,895	73,288	3,630	496,813
Travel & Consumer	221,977	220,448	16,364	458,789
Life Sciences & Healthcare	260,518	35,347	448	296,313
Emerging Verticals	165,773	114,945	10,930	291,648
<b>Revenues</b>	<b>\$ 1,601,820</b>	<b>\$ 947,305</b>	<b>\$ 110,353</b>	<b>\$ 2,659,478</b>

	Year Ended December 31, 2019			
	Reportable Segments			Consolidated Revenues
	North America	Europe	Russia	
<b>Industry Verticals</b>				
Business Information & Media	\$ 262,448	\$ 157,844	\$ 631	\$ 420,923
Financial Services	184,469	244,284	72,119	500,872
Software & Hi-Tech	354,023	77,377	1,998	433,398
Travel & Consumer	198,264	229,523	11,571	439,358
Life Sciences & Healthcare	224,925	23,444	83	248,452
Emerging Verticals	156,815	88,245	5,735	250,795
<b>Revenues</b>	<b>\$ 1,380,944</b>	<b>\$ 820,717</b>	<b>\$ 92,137</b>	<b>\$ 2,293,798</b>

	Year Ended December 31, 2018			
	Reportable Segments			Consolidated Revenues
	North America	Europe	Russia	
<b>Industry Verticals</b>				
Business Information & Media	\$ 251,081	\$ 72,898	\$ 54	\$ 324,033
Financial Services	\$ 112,444	\$ 252,196	\$ 59,337	\$ 423,977
Software & Hi-Tech	269,067	79,121	2,627	350,815
Travel & Consumer	177,910	208,266	7,467	393,643
Life Sciences & Healthcare	151,418	20,272	13	171,703
Emerging Verticals	115,059	60,032	3,650	178,741
<b>Revenues</b>	<b>\$ 1,076,979</b>	<b>\$ 692,785</b>	<b>\$ 73,148</b>	<b>\$ 1,842,912</b>

The Company derives revenues from a variety of customized and integrated service arrangements. Fees for these contracts may be in the form of time-and-materials or fixed-price arrangements.



The following tables show the disaggregation of the Company’s revenues by contract type, including a reconciliation of the disaggregated revenues with the Company’s reportable segments (Note 16 “Segment Information”) for the years ended December 31, 2020, 2019 and 2018:

	Year Ended December 31, 2020			
	Reportable Segments			Consolidated Revenues
	North America	Europe	Russia	
<b>Contract Types</b>				
Time-and-material	\$ 1,440,635	\$ 790,203	\$ 60,166	\$ 2,291,004
Fixed-price	151,769	151,718	48,525	352,012
Licensing	8,027	1,526	1,586	11,139
Other revenues	1,389	3,858	76	5,323
<b>Revenues</b>	<b>\$ 1,601,820</b>	<b>\$ 947,305</b>	<b>\$ 110,353</b>	<b>\$ 2,659,478</b>

	Year Ended December 31, 2019			
	Reportable Segments			Consolidated Revenues
	North America	Europe	Russia	
<b>Contract Types</b>				
Time-and-material	\$ 1,247,979	\$ 688,605	\$ 54,069	\$ 1,990,653
Fixed-price	127,926	128,977	37,747	294,650
Licensing	3,626	1,230	225	5,081
Other revenues	1,413	1,905	96	3,414
<b>Revenues</b>	<b>\$ 1,380,944</b>	<b>\$ 820,717</b>	<b>\$ 92,137</b>	<b>\$ 2,293,798</b>

	Year Ended December 31, 2018			
	Reportable Segments			Consolidated Revenues
	North America	Europe	Russia	
<b>Contract Types</b>				
Time-and-material	\$ 983,436	\$ 628,707	\$ 40,754	\$ 1,652,897
Fixed-price	89,831	62,078	32,342	184,251
Licensing	2,748	1,332	17	4,097
Other revenues	964	668	35	1,667
<b>Revenues</b>	<b>\$ 1,076,979</b>	<b>\$ 692,785</b>	<b>\$ 73,148</b>	<b>\$ 1,842,912</b>

**Timing of Revenue Recognition**

The following tables show the timing of revenue recognition:

	Year Ended December 31, 2020			
	Reportable Segments			Consolidated Revenues
	North America	Europe	Russia	
<b>Timing of Revenue Recognition</b>				
Transferred over time	\$ 1,595,786	\$ 946,379	\$ 108,826	\$ 2,650,991
Transferred at a point of time	6,034	926	1,527	8,487
<b>Revenues</b>	<b>\$ 1,601,820</b>	<b>\$ 947,305</b>	<b>\$ 110,353</b>	<b>\$ 2,659,478</b>

	Year Ended December 31, 2019			
	Reportable Segments			Consolidated Revenues
	North America	Europe	Russia	
<b>Timing of Revenue Recognition</b>				
Transferred over time	\$ 1,379,256	\$ 819,913	\$ 92,076	\$ 2,291,245
Transferred at a point of time	1,688	804	61	2,553
<b>Revenues</b>	<b>\$ 1,380,944</b>	<b>\$ 820,717</b>	<b>\$ 92,137</b>	<b>\$ 2,293,798</b>

	Year Ended December 31, 2018			
	Reportable Segments			Consolidated Revenues
	North America	Europe	Russia	
<b>Timing of Revenue Recognition</b>				
Transferred over time	\$ 1,076,084	\$ 692,023	\$ 73,135	\$ 1,841,242
Transferred at a point of time	895	762	13	1,670
<b>Revenues</b>	<b>\$ 1,076,979</b>	<b>\$ 692,785</b>	<b>\$ 73,148</b>	<b>\$ 1,842,912</b>

During the years ended December 31, 2020, 2019 and 2018 the Company recognized \$5.0 million, \$7.8 million and \$5.7 million, respectively, of revenues from performance obligations satisfied in previous periods.

The following table includes the estimated revenues expected to be recognized in the future related to performance obligations that are partially or fully unsatisfied as of December 31, 2020. The Company applies a practical expedient and does not disclose the value of unsatisfied performance obligations for contracts that (i) have an original expected duration of one year or less and (ii) contracts for which it recognizes revenues at the amount to which it has the right to invoice for services provided:

Contract Type	Less than 1 year	1 Year	2 Years	3 Years	Total
Fixed-price	\$ 7,885	\$ 103	\$ —	\$ —	\$ 7,988

The Company applies a practical expedient and does not disclose the amount of the transaction price allocated to the remaining performance obligations nor provide an explanation of when the Company expects to recognize that amount as revenue for certain variable consideration.

#### Contract Balances

The following table provides information on the classification of contract assets and liabilities in the consolidated balance sheets:

	As of December 31, 2020	As of December 31, 2019
Contract assets included in Trade receivables and contract assets	\$ 7,700	\$ 14,320
Contract liabilities included in Accrued expenses and other current liabilities	\$ 17,383	\$ 9,132
Contract liabilities included in Other noncurrent liabilities	\$ 94	\$ 5

Contract assets have decreased from December 31, 2019 primarily due to reduced receivables from projects where our right to bill is contingent on something other than passage of time partially attributable to the change of a specific project to time-and-material billing in 2020. Contract liabilities comprise amounts collected from the Company's customers for revenues not yet earned. Such amounts are anticipated to be recorded as revenues when services are performed in subsequent periods. Contract liabilities have increased from December 31, 2019 due to an increase in customer advances largely attributable to contracts with multiple performance obligations.

During the year ended December 31, 2020, the Company recognized \$8.6 million of revenues that were included in Accrued expenses and other current liabilities at December 31, 2019. During the year ended December 31, 2019, the Company recognized \$3.9 million of revenues that were included in Accrued expenses and other current liabilities at December 31, 2018.

## 12. STOCK-BASED COMPENSATION

The following costs related to the Company's stock compensation plans were included in the consolidated statements of income and comprehensive income:

	For the Years Ended December 31,		
	2020	2019	2018
Cost of revenues (exclusive of depreciation and amortization)	\$ 32,785	\$ 37,580	\$ 27,245
Selling, general and administrative expenses	42,453	34,456	31,943
<b>Total</b>	<b>\$ 75,238</b>	<b>\$ 72,036</b>	<b>\$ 59,188</b>

### Equity Plans

**2015 Long-Term Incentive Plan** — On June 11, 2015, the Company's stockholders approved the 2015 Long-Term Incentive Plan ("2015 Plan") to be used to issue equity awards to company personnel. As of December 31, 2020, 4,549 thousand shares of common stock remained available for issuance under the 2015 Plan. All of the awards issued pursuant to the 2015 Plan expire 10 years from the date of grant.

**2012 Non-Employee Directors Compensation Plan** — On January 11, 2012, the Company approved the 2012 Non-Employee Directors Compensation Plan ("2012 Directors Plan") to be used to issue equity grants to its non-employee directors. The Company authorized 600 thousand shares of common stock to be reserved for issuance under the plan. As of December 31, 2020, 524 thousand shares of common stock remained available for issuance under the 2012 Directors Plan. The 2012 Directors Plan will expire after 10 years and is administered by the Company's Board of Directors.

**2012 Long-Term Incentive Plan** — On January 11, 2012, the Company approved the 2012 Long-Term Incentive Plan ("2012 Plan") to be used to issue equity grants to Company personnel. In June 2015, the 2012 Plan was discontinued; however, outstanding awards remain subject to the terms of the 2012 Plan and any shares that are subject to an award that was previously granted under the 2012 Plan and that expire or terminate for any reason prior to exercise will become available for issuance under the 2015 Plan. All of the awards issued pursuant to the 2012 Plan expire 10 years from the date of grant.

**2006 Stock Option Plan** — Effective May 31, 2006, the Board of Directors of the Company adopted the 2006 Stock Option Plan (the "2006 Plan") to grant stock options to directors, employees, and certain independent contractors. In January 2012, the 2006 Plan was discontinued; however, outstanding awards remain subject to the terms of the 2006 Plan and any shares that are subject to an option award that was previously granted under the 2006 Plan and that expire or terminate for any reason prior to exercise will become available for issuance under the 2015 Plan. All of the awards issued pursuant to the 2006 Plan expire 10 years from the date of grant.

## Stock Options

Stock option activity under the Company's plans is set forth below:

	Number of Options	Weighted Average Exercise Price	Aggregate Intrinsic Value	Weighted Average Remaining Contractual Term (in years)
<b>Options outstanding as of January 1, 2018</b>	<b>4,902</b>	<b>\$ 40.91</b>	<b>\$ 326,064</b>	
Options granted	160	\$ 112.81		
Options exercised	(945)	\$ 36.69		
Options forfeited/cancelled	(33)	\$ 63.28		
Options expired	(1)	\$ 25.72		
<b>Options outstanding as of December 31, 2018</b>	<b>4,083</b>	<b>\$ 44.54</b>	<b>\$ 291,846</b>	
Options granted	132	\$ 169.13		
Options modified	18	\$ 163.55		
Options exercised	(899)	\$ 41.21		
Options forfeited/cancelled	(11)	\$ 97.83		
<b>Options outstanding as of December 31, 2019</b>	<b>3,323</b>	<b>\$ 50.85</b>	<b>\$ 536,015</b>	
Options granted	158	\$ 187.76		
Options modified	—	\$ —		
Options exercised	(700)	\$ 37.79		
Options forfeited/cancelled	(9)	\$ 119.30		
<b>Options outstanding as of December 31, 2020</b>	<b>2,772</b>	<b>\$ 61.71</b>	<b>\$ 822,152</b>	4.3
Options vested and exercisable as of December 31, 2020	2,388	\$ 46.99	\$ 743,582	3.7
Options expected to vest as of December 31, 2020	362	\$ 152.22	\$ 74,548	8.2

The fair value of each option award is estimated on the date of grant using the Black-Scholes option valuation model. The model incorporated the following weighted-average assumptions:

	For the Years Ended December 31,		
	2020	2019	2018
Expected volatility	36.9 %	33.5 %	33.8 %
Expected term (in years)	6.25	6.25	6.25
Risk-free interest rate	0.5 %	2.3 %	2.7 %
Expected dividends	— %	— %	— %

Expected volatility is based on historical volatility of the Company's stock price. The expected life represents the period of time that options granted are expected to be outstanding. The risk-free rate is based on the U.S. Treasury yield curve for periods equal to the expected term of the options in effect at the time of grant. The Company has not declared or paid any dividends on its common stock. The Company intends to retain any earnings to fund operations and future growth of its business and, therefore, does not anticipate paying any cash dividends in the foreseeable future.

The weighted-average grant-date fair value of stock options granted during the years ended December 31, 2020, 2019 and 2018 was \$68.53, \$63.12 and \$43.42, respectively. The total intrinsic value of options exercised during the years ended December 31, 2020, 2019 and 2018 was \$151.3 million, \$121.1 million and \$83.3 million, respectively.

The Company recognizes the fair value of each option as compensation expense on a straight-line basis over the requisite service period, which is generally the vesting period. The options are typically scheduled to vest over four years from the time of grant, subject to the terms of the applicable plan and stock option agreement. In general, in the event of a participant's termination of service for any reason, unvested options are forfeited as of the date of such termination without any payment to the participant. The Company records share-based compensation expense only for those awards that are expected to vest and as such, the Company applies an estimated forfeiture rate at the time of grant and adjusts the forfeiture rate to reflect actual forfeitures quarterly.

As of December 31, 2020, \$15.1 million of total remaining unrecognized compensation cost related to unvested stock options, net of estimated forfeitures, is expected to be recognized over a weighted-average period of 2.7 years.

**Restricted Stock and Restricted Stock Units**

The Company grants restricted stock units (“RSUs”) to Company personnel and non-employee directors under the Company’s 2015 Plan (and prior to its approval, under the 2012 Plan) and 2012 Directors Plan, respectively. Prior to 2017, awards to non-employee directors were in the form of restricted stock. In addition, the Company has issued in the past, and may issue in the future, its equity securities to compensate employees of acquired businesses for future services. Equity-based awards granted in connection with acquisitions of businesses may be issued in the form of service-based awards requiring continuing employment with the Company, restricted stock subject to trading restrictions, and performance-based awards, which would vest only if certain specified performance and service conditions are met. The awards issued in connection with acquisitions of businesses are subject to the terms and conditions contained in the applicable award agreements and acquisition documents.

*Service-Based Awards*

The table below summarizes activity related to the Company’s equity-classified and liability-classified service-based awards for the years ended December 31, 2020, 2019 and 2018:

	Equity-Classified Restricted Stock		Equity-Classified Equity-Settled Restricted Stock Units		Liability-Classified Cash-Settled Restricted Stock Units	
	Number of Shares	Weighted Average Grant Date Fair Value Per Share	Number of Shares	Weighted Average Grant Date Fair Value Per Share	Number of Shares	Weighted Average Grant Date Fair Value Per Share
<b>Unvested service-based awards outstanding as of January 1, 2018</b>	<b>2</b>	<b>\$ 54.37</b>	<b>688</b>	<b>\$ 71.60</b>	<b>315</b>	<b>\$ 72.50</b>
Awards granted	—	\$ —	381	\$ 115.84	85	\$ 112.65
Awards modified	—	\$ —	(3)	\$ 80.27	3	\$ 120.18
Awards vested	(1)	\$ 47.76	(218)	\$ 70.10	(92)	\$ 72.69
Awards forfeited/cancelled	—	\$ —	(50)	\$ 86.97	(8)	\$ 81.40
<b>Unvested service-based awards outstanding as of December 31, 2018</b>	<b>1</b>	<b>\$ 63.10</b>	<b>798</b>	<b>\$ 92.13</b>	<b>303</b>	<b>\$ 83.99</b>
Awards granted	9	\$ 167.18	284	\$ 170.29	56	\$ 170.13
Awards modified	—	\$ —	7	\$ 170.74	1	\$ 168.36
Awards vested	—	\$ —	(287)	\$ 87.79	(111)	\$ 80.51
Awards forfeited/cancelled	—	\$ —	(43)	\$ 114.45	(7)	\$ 94.77
<b>Unvested service-based awards outstanding as of December 31, 2019</b>	<b>10</b>	<b>\$ 162.96</b>	<b>759</b>	<b>\$ 122.48</b>	<b>242</b>	<b>\$ 105.40</b>
Awards granted	—	\$ —	294	\$ 204.57	60	\$ 181.77
Awards modified	—	\$ —	(1)	\$ 122.55	—	\$ —
Awards vested	(1)	\$ 63.10	(317)	\$ 108.87	(122)	\$ 91.39
Awards forfeited/cancelled	—	\$ —	(49)	\$ 148.11	(5)	\$ 113.94
<b>Unvested service-based awards outstanding as of December 31, 2020</b>	<b>9</b>	<b>\$ 167.18</b>	<b>686</b>	<b>\$ 162.15</b>	<b>175</b>	<b>\$ 141.16</b>

The fair value of vested service-based awards (measured at the vesting date) for the years ended December 31, 2020, 2019 and 2018 was as follows:

	For the Years Ended December 31,		
	2020	2019	2018
<b>Equity-classified equity-settled</b>			
Restricted stock	\$ 101	\$ 73	\$ 142
Restricted stock units	60,042	48,111	24,987
<b>Liability-classified cash-settled</b>			
Restricted stock units	22,014	18,449	10,349
<b>Total fair value of vested service-based awards</b>	<b>\$ 82,157</b>	<b>\$ 66,633</b>	<b>\$ 35,478</b>

As of December 31, 2020, \$0.8 million of total remaining unrecognized stock-based compensation costs related to service-based equity-classified restricted stock is expected to be recognized over the weighted-average remaining requisite service period of 1.7 years. During the year ended December 31, 2019, the Company issued 9 thousand shares of service-based restricted stock in connection with an acquisition of a business. See Note 2 “Acquisitions” for additional information regarding business acquisitions.

As of December 31, 2020, \$76.3 million of total remaining unrecognized stock-based compensation costs related to service-based equity-classified RSUs, net of estimated forfeitures, is expected to be recognized over the weighted-average remaining requisite service period of 2.7 years. During the years ended December 31, 2020 and 2019, in connection with business acquisitions, the Company issued 19 thousand and 22 thousand equity-classified RSUs, respectively. During the first quarter of 2020, in connection with a 2019 acquisition of a business, the Company formally issued 6 thousand equity-classified RSUs. See Note 2 “Acquisitions” for additional information regarding business acquisitions.

As of December 31, 2020, \$32.3 million of total remaining unrecognized stock-based compensation costs related to service-based liability-classified RSUs, net of estimated forfeitures, is expected to be recognized over the weighted-average remaining requisite service period of 2.3 years. During the years ended December 31, 2020 and 2019, the Company issued 10 thousand and 7 thousand shares, respectively, of service-based liability-classified cash-settled RSUs in connection with business acquisitions. See Note 2 “Acquisitions” for additional information regarding business acquisitions.

The liability associated with the Company’s service-based liability-classified RSUs as of December 31, 2020 and 2019 was \$26.8 million and \$21.9 million, respectively, and is classified as Accrued compensation and benefits expenses in the consolidated balance sheets.

### Performance-Based Awards

The table below summarizes activity related to the Company's performance-based awards for the years ended December 31, 2020, 2019 and 2018:

	Equity-Classified Equity-Settled Restricted Stock		Equity-Classified Equity-Settled Restricted Stock Units	
	Number of Shares	Weighted Average Grant Date Fair Value Per Share	Number of Shares	Weighted Average Grant Date Fair Value Per Share
<b>Unvested performance-based awards outstanding as of January 1, 2018</b>	—	\$ —	—	\$ —
Awards granted	—	\$ —	45	\$ 121.75
Awards vested	—	\$ —	(8)	\$ 121.75
Awards forfeited/cancelled	—	\$ —	(7)	\$ 121.75
<b>Unvested performance-based awards outstanding as of December 31, 2018</b>	—	\$ —	<b>30</b>	<b>\$ 121.75</b>
Awards granted	9	\$ 165.87	—	\$ —
Awards modified	—	\$ —	(30)	\$ 121.75
<b>Unvested performance-based awards outstanding as of December 31, 2019</b>	<b>9</b>	<b>\$ 165.87</b>	—	\$ —
Awards granted	—	\$ —	31	\$ 210.44
Awards vested	—	\$ —	(10)	\$ 177.81
<b>Unvested performance-based awards outstanding as of December 31, 2020</b>	<b>9</b>	<b>\$ 165.87</b>	<b>21</b>	<b>\$ 227.16</b>

During the year ended December 31, 2020, the Company agreed to issue RSUs at future dates in connection with 2020 acquisitions of businesses. The number of awards to be issued is subject to attainment of specified performance targets in the 2 years after the acquisition dates as well as the Company's stock price at the time of formal issuance. See Note 2 "Acquisitions" in the consolidated financial statements for additional information regarding business acquisitions. The awards require continued service and vest over 3 years from the dates of acquisition. As of December 31, 2020, taking into consideration the probability of achieving the specified performance goals, \$0.5 million of total remaining unrecognized stock-based compensation costs is expected to be recognized over the weighted-average remaining requisite service period of 2 years. If all performance criteria are met, these awards could be worth up to \$11.5 million.

During the year ended December 31, 2020, in connection with a 2019 acquisition of a business, the Company formally issued 25 thousand performance-based equity-classified RSUs. During the year ended December 31, 2020, 7 thousand performance-based equity-classified RSUs were granted in connection with 2020 acquisitions of businesses. See Note 2 "Acquisitions" in the consolidated financial statements for additional information regarding business acquisitions. As of December 31, 2020, \$3.6 million of total remaining unrecognized stock-based compensation cost related to performance-based equity-classified RSUs is expected to be recognized over the weighted-average remaining requisite service period of 2.8 years.

During the year ended December 31, 2019, the Company issued 9 thousand shares of performance-based equity-classified restricted stock in connection with an acquisition of a business. These awards contain a condition for attainment of specified performance targets in the 12 months after the acquisition date and require continued service through 4.0 years after the acquisition date. As of December 31, 2020, the performance targets were achieved in full and achievement of future vesting is exclusively dependent on continued service. See Note 2 "Acquisitions" for additional information regarding business acquisitions. As of December 31, 2020, \$1.0 million of total remaining unrecognized stock-based compensation cost related to performance-based equity-classified restricted stock is expected to be recognized over the weighted-average remaining requisite service period of 2.7 years.

Performance-based equity-classified RSUs were granted during the year ended December 31, 2018 in connection with the acquisition of Continuum with a variable vesting period, subject to satisfaction of the applicable performance conditions with each vesting portion having its own service inception date. Compensation was to be recognized over the vesting period and adjusted each period for the probability of achievement of the performance criteria for each vesting portion separately. During the fourth quarter of 2018, the Company accelerated the recognition of \$0.8 million of expense due to vesting of performance-based equity-classified RSUs in accordance with the terms of the award agreement. During the year ended December 31, 2019, the Company and holders of the unvested performance-based equity-classified RSUs mutually agreed to cancel these awards and the Company issued service-based stock option and equity-classified RSU awards with four-year vesting terms to those same recipients.

The fair value of vested performance-based awards (measured at the vesting date) for the years ended December 31, 2020, 2019 and 2018 was as follows:

	For the Years Ended December 31,		
	2020	2019	2018
<b>Equity-classified equity-settled</b>			
Restricted stock units	\$ 3,282	—	\$ 1,046
<b>Total fair value of vested performance-based awards</b>	<b>\$ 3,282</b>	<b>\$ —</b>	<b>\$ 1,046</b>

### 13. INCOME TAXES

#### Income Before Provision for Income Taxes

Income before provision for income taxes based on geographic location is disclosed in the table below:

	For the Years Ended December 31,		
	2020	2019	2018
<b>Income before provision for income taxes:</b>			
United States	\$ 100,411	\$ 65,370	\$ 44,527
Foreign	278,068	234,156	205,246
<b>Total</b>	<b>\$ 378,479</b>	<b>\$ 299,526</b>	<b>\$ 249,773</b>

#### Provision for Income Taxes

The provision for income taxes consists of the following:

	For the Years Ended December 31,		
	2020	2019	2018
<b>Current</b>			
Federal	\$ 19,249	\$ 16,943	\$ 10,814
State	7,022	3,610	4,123
Foreign	45,042	25,680	42,580
<b>Deferred</b>			
Federal	(16,235)	(9,425)	(37,785)
State	(1,682)	(358)	(3,548)
Foreign	(2,077)	2,019	(6,667)
<b>Total</b>	<b>\$ 51,319</b>	<b>\$ 38,469</b>	<b>\$ 9,517</b>

The U.S. Tax Act significantly changed U.S. corporate income tax laws including a reduction of the U.S. corporate income tax rate from 35.0% to 21.0% effective January 1, 2018 and the creation of a territorial tax system with a one-time transition tax on accumulated foreign subsidiary earnings not previously subject to U.S. income tax. In addition, the U.S. Tax Act created new taxes on certain foreign-sourced earnings and certain related party payments, which are referred to as GILTI and the base erosion and anti-abuse tax ("BEAT"), respectively.



Due to the timing of the enactment and the complexity involved in applying the provisions of the U.S. Tax Act, the Company made reasonable estimates of the effects and recorded provisional amounts in its financial statements as of December 31, 2017. During the year ended December 31, 2018, the Company completed its analysis of the impact of the U.S. Tax Act and recorded the following adjustments to the recorded provisional amounts:

- The one-time transition tax on accumulated foreign subsidiary earnings not previously subject to U.S. income tax requires the Company to pay U.S. income tax at a rate of 15.5% to the extent of foreign cash and certain other net current assets and 8.0% on the remaining earnings. During the year ended December 31, 2018, the Company completed its assessment and refined its estimate reducing the provisional charge recorded in 2017 by \$4.9 million. As of December 31, 2020, the remaining unpaid balance of the one-time transition tax was \$40.5 million to be paid in annual installments with the final payment due in 2025.
- In 2018, the Company completed its remeasurement of its U.S. federal deferred tax assets and liabilities based on rates at which they are expected to reverse in the future, and consequently recorded an additional charge of \$0.9 million to reduce its net deferred tax assets.

Based on proposed tax regulations issued by the U.S. Department of the Treasury during 2018, the Company determined that a U.S. foreign tax credit could be claimed for withholding tax paid to Belarus in connection with dividends previously remitted, resulting in a net \$4.9 million income tax benefit recognized during the year ended December 31, 2018.

As of December 31, 2020, the Company had approximately \$1,039.0 million of accumulated undistributed foreign earnings that are expected to be indefinitely reinvested. Due to the enactment of the U.S. Tax Act and the one-time transition tax on accumulated foreign subsidiary earnings, these accumulated foreign earnings are no longer expected to be subject to U.S. federal income tax if repatriated but could be subject to state and foreign income and withholding taxes.

### Effective Tax Rate Reconciliation

The reconciliation of the provision for income taxes at the federal statutory income tax rate to the Company's effective income tax rate is as follows:

	For the Years Ended December 31,		
	2020	2019	2018
Provision for income taxes at federal statutory rate	\$ 79,481	\$ 62,898	\$ 52,452
Increase/(decrease) in taxes resulting from:			
Impact from U.S. Tax Act	—	—	(4,009)
Entity classification election deferred tax asset impact	—	—	(25,962)
GILTI and BEAT U.S. taxes	191	(926)	1,526
Excess tax benefits relating to stock-based compensation	(36,646)	(28,385)	(17,370)
Subsidiary withholding tax liability and related foreign tax credit	—	—	(4,850)
Foreign tax expense and tax rate differential	(387)	(1,402)	(88)
Effect of permanent differences	3,507	3,264	2,724
State taxes, net of federal benefit	5,323	2,971	3,452
Stock-based compensation expense	44	571	652
Other	(194)	(522)	990
<b>Provision for income taxes</b>	<b>\$ 51,319</b>	<b>\$ 38,469</b>	<b>\$ 9,517</b>

The Company's worldwide effective tax rate for the years ended December 31, 2020, 2019 and 2018 was 13.6%, 12.8% and 3.8%, respectively. The provision for income taxes in the year ended December 31, 2018 was favorably impacted by the recognition of \$26.0 million of net deferred tax assets resulting from the Company's decision to change the tax status and to classify most of its foreign subsidiaries as disregarded for U.S. income tax purposes. This change subjects the income of the disregarded foreign subsidiaries to U.S. income taxation. In addition, the Company recorded excess tax benefits upon vesting or exercise of stock-based awards of \$36.6 million, \$28.4 million and \$17.4 million during the years ended December 31, 2020, 2019 and 2018, respectively.

In Belarus, member technology companies of High-Technologies Park, including the Company's local subsidiary, have a full exemption from Belarus income tax on qualifying income through January 2049. However, beginning February 1, 2018, the earnings of the Company's Belarus local subsidiary became subject to U. S. income taxation due to the Company's decision to change the tax status of the subsidiary. There was no aggregate dollar benefit derived from this tax holiday for the years ended December 31, 2020 and 2019, and the aggregate dollar benefits derived from this tax holiday approximated \$1.4 million for the year ended December 31, 2018. There was no impact on diluted net income per share for the years ended December 31, 2020 and 2019. The benefit the tax holiday had on diluted net income per share approximated \$0.02 for the year ended December 31, 2018.

### Deferred Income Taxes

Deferred income taxes reflect the net effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax assets and liabilities are as follows:

	As of December 31, 2020	As of December 31, 2019
<b>Deferred tax assets:</b>		
Property and equipment	\$ 8,164	\$ 5,329
Intangible assets	827	574
Accrued expenses	50,639	41,457
Net operating loss carryforward	6,089	5,168
Deferred revenue	9,796	3,510
Stock-based compensation	30,112	29,596
Operating lease liabilities	51,519	7,438
Foreign tax credit	2,168	3,491
Foreign currency exchange	4,890	2,499
Other assets	1,252	1,533
Deferred tax assets	\$ 165,456	\$ 100,595
Less: valuation allowance	(5,485)	(3,877)
Total deferred tax assets	\$ 159,971	\$ 96,718
<b>Deferred tax liabilities:</b>		
Property and equipment	\$ 3,818	\$ 4,981
Intangible assets	12,018	11,364
Operating lease right-of-use assets	50,149	6,900
Accrued revenue and expenses	991	2,176
U.S. taxation of foreign subsidiaries	1,608	—
Foreign currency exchange	1,153	375
Other liabilities	1,095	437
Total deferred tax liabilities	\$ 70,832	\$ 26,233
<b>Net deferred tax assets</b>	<b>\$ 89,139</b>	<b>\$ 70,485</b>

As of December 31, 2020 and 2019, the Company classified \$3.3 million and \$4.5 million, respectively, of deferred tax liabilities as Other noncurrent liabilities in the consolidated balance sheets.

Included in the stock-based compensation expense deferred tax asset at December 31, 2020 and 2019 is \$6.1 million and \$6.8 million, respectively, that is related to acquisitions and is amortized for tax purposes over a 10 to 15-year period.

As of December 31, 2020, the Company’s domestic and foreign net operating loss (“NOL”) carryforwards for income tax purposes were approximately \$4.7 million and \$22.5 million, respectively. If not utilized, the domestic NOL carryforwards will begin to expire in 2021. The foreign NOL carryforwards include \$6.6 million from jurisdictions with no expiration date, with the remainder expiring as follows: \$5.7 million in 2021, \$5.5 million in 2022, \$0.9 million in 2023, \$1.7 million in 2024, \$2.1 million in 2025. The Company maintains a valuation allowance primarily related to the net operating loss carryforwards in certain foreign jurisdictions that the Company believes are not likely to be realized, which totaled \$22.4 million as of December 31, 2020.

**Unrecognized Tax Benefits**

As of December 31, 2020 and 2019, unrecognized tax benefits of \$3.3 million and \$2.9 million, respectively, are included in Income taxes payable, noncurrent within the consolidated balance sheets. During the year ended December 31, 2020, a new uncertain tax position resulted in an unrecognized tax benefit of \$0.8 million, and reversals related to prior year tax positions yielded a tax benefit of \$0.5 million. There were no significant new tax positions that resulted in unrecognized tax benefits or reversals related to prior year tax positions during the years ended December 31, 2019 and 2018. There were no tax positions for which it was reasonably possible that unrecognized tax benefits will significantly increase or decrease within twelve months of the reporting date.

The Company is subject to taxation in the United States and various states and foreign jurisdictions including Russia, Germany, Ukraine, the United Kingdom, Hungary, Switzerland, Netherlands, Poland and India. With few exceptions, as of December 31, 2020, the Company is no longer subject to U.S. federal, state, local or foreign examinations by tax authorities for years before 2016.

**14. EARNINGS PER SHARE**

Basic earnings per share is computed by dividing net income available to common shareholders by the weighted-average number of shares of common stock outstanding during the period. For purposes of computing basic earnings per share, any nonvested shares of restricted stock that have been issued by the Company and are contingently returnable to the Company are excluded from the weighted-average number of shares of common stock outstanding during the period. Diluted earnings per share is computed by dividing net income available to common shareholders by the weighted-average number of shares of common stock outstanding during the period increased to include the number of additional shares of common stock that would have been outstanding if the potentially dilutive securities had been issued. Potentially dilutive securities include outstanding stock options, unvested restricted stock and unvested equity-settled RSUs. The dilutive effect of potentially dilutive securities is reflected in diluted earnings per share by application of the treasury stock method.

The following table sets forth the computation of basic and diluted earnings per share of common stock as follows:

	For the Years Ended December 31,		
	2020	2019	2018
<b>Numerator for basic and diluted earnings per share:</b>			
Net income	\$ 327,160	\$ 261,057	\$ 240,256
Numerator for basic and diluted earnings per share	<u>\$ 327,160</u>	<u>\$ 261,057</u>	<u>\$ 240,256</u>
<b>Denominator:</b>			
Weighted average common shares for basic earnings per share	55,727	54,719	53,623
Net effect of dilutive stock options, restricted stock units and restricted stock awards	2,719	2,949	3,050
Weighted average common shares for diluted earnings per share	<u>58,446</u>	<u>57,668</u>	<u>56,673</u>
<b>Net Income per share:</b>			
Basic	\$ 5.87	\$ 4.77	\$ 4.48
Diluted	\$ 5.60	\$ 4.53	\$ 4.24

The number of shares underlying equity-based awards that were excluded from the calculation of diluted earnings per share as their effect would be anti-dilutive was 40 thousand, 120 thousand and 139 thousand for the years ended December 31, 2020, 2019 and 2018, respectively.

## 15. COMMITMENTS AND CONTINGENCIES

**Indemnification Obligations** — In the normal course of business, the Company is a party to a variety of agreements under which it may be obligated to indemnify the other party for certain matters. These obligations typically arise in contracts where the Company customarily agrees to hold the other party harmless against losses arising from a breach of representations or covenants for certain matters, infringement of third party intellectual property rights, data privacy violations, and certain tortious conduct in the course of providing services. The duration of these indemnifications varies, and in certain cases, is indefinite.

The Company is unable to reasonably estimate the maximum potential amount of future payments under these or similar agreements due to the unique facts and circumstances of each agreement and the fact that certain indemnifications provide for no limitation to the maximum potential future payments under the indemnification. Management is not aware of any such matters that would have a material effect on the consolidated financial statements of the Company.

**Litigation** — From time to time, the Company is involved in litigation, claims or other contingencies arising in the ordinary course of business. The Company accrues 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, the Company does not record a liability, but instead discloses 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. In the opinion of management, the outcome of any existing claims and legal or regulatory proceedings, if decided adversely, is not expected to have a material effect on the Company's business, financial condition, results of operations or cash flows.

**Building Acquisition Commitment** — During the year ended December 31, 2019, the Company entered into an agreement to purchase office space in Ukraine intended to support the global delivery center in that country. The agreement is subject to completion of construction and other ordinary closing conditions. As of December 31, 2020, the Company has committed to making future payments totaling approximately \$36.9 million including VAT to the sellers upon transfer of the building.

## 16. SEGMENT INFORMATION

The Company determines its business segments and reports segment information in accordance with how the Company's chief operating decision maker ("CODM") organizes the segments to evaluate performance, allocate resources and make business decisions. Segment results are based on the segment's revenues and operating profit, where segment operating profit is defined as income from operations before unallocated costs. Expenses included in segment operating profit consist principally of direct selling and delivery costs as well as an allocation of certain shared services expenses. Certain corporate expenses are not allocated to specific segments as these expenses are not controllable at the segment level. Such expenses include certain types of professional fees, certain taxes included in operating expenses including the Belarus High-Technologies Park membership fee, compensation to non-employee directors and certain other general and administrative expenses, including compensation of specific groups of non-production employees. In addition, the Company does not allocate amortization of intangible assets acquired through business combinations, goodwill and other asset impairment charges, stock-based compensation expenses, acquisition-related costs and certain other one-time charges. These unallocated amounts are combined with total segment operating profit to arrive at consolidated income from operations as reported below in the reconciliation of segment operating profit to consolidated income before provision for income taxes. Additionally, management has determined that it is not practical to allocate identifiable assets by segment since such assets are used interchangeably among the segments.

The Company manages its business primarily based on the managerial responsibility for its client base and market. As managerial responsibility for a particular customer relationship generally correlates with the customer's geographic location, there is a high degree of similarity between customer locations and the geographic boundaries of the Company's reportable segments. In some cases, managerial responsibility for a particular customer is assigned to a management team in another region and is usually based on the strength of the relationship between customer executives and particular members of EPAM's senior management team. In such cases, the customer's activity would be reported through the respective management team member's reportable segment.

Revenues from external customers and operating profit, before unallocated expenses, by reportable segments were as follows:

	For the years ended December 31,		
	2020	2019	2018
<b>Segment revenues:</b>			
North America	\$ 1,601,820	\$ 1,380,944	\$ 1,076,979
Europe	947,305	820,717	692,785
Russia	110,353	92,137	73,148
<b>Total revenues</b>	<b>\$ 2,659,478</b>	<b>\$ 2,293,798</b>	<b>\$ 1,842,912</b>
<b>Segment operating profit:</b>			
North America	\$ 345,196	\$ 293,757	\$ 221,846
Europe	152,902	114,863	115,876
Russia	5,811	17,347	11,377
<b>Total segment operating profit</b>	<b>\$ 503,909</b>	<b>\$ 425,967</b>	<b>\$ 349,099</b>

Intersegment transactions were excluded from the above on the basis that they are neither included in the measure of a segment's profit and loss results, nor considered by the CODM during the review of segment results.

There were no customers individually exceeding 10% of our total segment revenues for the years ended December 31, 2020, 2019 and 2018.

Reconciliation of segment operating profit to consolidated income before provision for income taxes is presented below:

	For the Years Ended December 31,		
	2020	2019	2018
<b>Total segment operating profit:</b>	<b>\$ 503,909</b>	<b>\$ 425,967</b>	<b>\$ 349,099</b>
<b>Unallocated costs:</b>			
Stock-based compensation expense	(75,238)	(72,036)	(59,188)
Amortization of purchased intangibles	(12,340)	(9,914)	(8,101)
Other acquisition-related expenses	(1,868)	(3,774)	(916)
Other unallocated costs	(35,139)	(37,393)	(35,130)
<b>Income from operations</b>	<b>379,324</b>	<b>302,850</b>	<b>245,764</b>
Interest and other income, net	3,822	8,725	3,522
Foreign exchange (loss)/gain	(4,667)	(12,049)	487
<b>Income before provision for income taxes</b>	<b>\$ 378,479</b>	<b>\$ 299,526</b>	<b>\$ 249,773</b>

**Geographic Area Information**

Long-lived assets include property and equipment, net of accumulated depreciation and amortization, and management has determined that it is not practical to allocate these assets by segment since such assets are used interchangeably among the segments. Physical locations and values of the Company's long-lived assets are presented below:

	As of December 31, 2020	As of December 31, 2019	As of December 31, 2018
Belarus	\$ 73,988	\$ 75,984	\$ 50,085
Ukraine	30,980	24,652	8,433
United States	15,718	15,637	13,101
Russia	15,036	17,980	9,902
India	7,079	7,443	7,019
Poland	5,434	5,029	2,637
Hungary	5,365	5,201	3,168
Spain	2,799	1,106	875
China	2,722	3,036	2,651
Mexico	2,419	2,353	812
Other	7,993	6,838	3,963
<b>Total</b>	<b>\$ 169,533</b>	<b>\$ 165,259</b>	<b>\$ 102,646</b>

The table below presents the Company's revenues by customer location for the years ended December 31, 2020, 2019 and 2018:

	For the Years Ended December 31,		
	2020	2019	2018
United States	\$ 1,523,731	\$ 1,321,662	\$ 1,029,327
United Kingdom	331,217	290,039	200,918
Switzerland	203,391	152,710	144,398
Netherlands	114,678	88,488	70,274
Russia	104,846	89,941	71,181
Germany	84,902	82,441	80,787
Canada	68,416	68,304	69,836
Other locations	228,297	200,213	176,191
<b>Revenues</b>	<b>\$ 2,659,478</b>	<b>\$ 2,293,798</b>	<b>\$ 1,842,912</b>

17. ACCUMULATED OTHER COMPREHENSIVE LOSS

The following table summarizes the changes in the accumulated balances for each component of accumulated other comprehensive loss:

	For the Years Ended December 31,		
	2020	2019	2018
<b>Foreign currency translation</b>			
<b>Beginning balance</b>	\$ (32,666)	\$ (38,961)	\$ (17,623)
Foreign currency translation	5,802	7,912	(25,097)
Income tax (expense)/benefit	(1,304)	(1,617)	3,759
<b>Foreign currency translation, net of tax</b>	<b>4,498</b>	<b>6,295</b>	<b>(21,338)</b>
<b>Ending balance</b>	<b>\$ (28,168)</b>	<b>\$ (32,666)</b>	<b>\$ (38,961)</b>
<b>Cash flow hedging instruments</b>			
<b>Beginning balance</b>	\$ 1,292	\$ (2,553)	\$ —
Unrealized gain in fair value	8,076	2,933	867
Net (loss)/gain reclassified into Cost of revenues (exclusive of depreciation and amortization)	(5,031)	2,028	(4,161)
Income tax (expense)/benefit	(695)	(1,116)	741
<b>Cash flow hedging instruments, net of tax</b>	<b>2,350</b>	<b>3,845</b>	<b>(2,553)</b>
<b>Ending balance<sup>(1)</sup></b>	<b>\$ 3,642</b>	<b>\$ 1,292</b>	<b>\$ (2,553)</b>
<b>Defined benefit plans</b>			
<b>Beginning balance</b>	\$ —	\$ —	\$ —
Actuarial losses	(1,275)	—	—
Income tax benefit	289	—	—
<b>Defined benefit plans, net of tax</b>	<b>(986)</b>	<b>—</b>	<b>—</b>
<b>Ending balance</b>	<b>\$ (986)</b>	<b>\$ —</b>	<b>\$ —</b>
<b>Accumulated other comprehensive loss</b>	<b>\$ (25,512)</b>	<b>\$ (31,374)</b>	<b>\$ (41,514)</b>

(1) As of December 31, 2020, the ending balance of net unrealized gains related to derivatives designated as cash flow hedges is expected to be reclassified into Cost of revenues (exclusive of depreciation and amortization) in the next twelve months.

**18. QUARTERLY FINANCIAL DATA (UNAUDITED)**

Summarized quarterly results for the years ended December 31, 2020 and 2019 were as follows:

<b>2020</b>	<b>Three Months Ended</b>				<b>Full Year</b>
	<b>March 31</b>	<b>June 30</b>	<b>September 30</b>	<b>December 31</b>	
Revenues	\$ 651,359	\$ 632,383	\$ 652,243	\$ 723,493	\$ 2,659,478
Operating expenses:					
Cost of revenues (exclusive of depreciation and amortization)	423,802	419,540	423,388	465,792	1,732,522
Selling, general and administrative expenses	125,108	114,191	116,530	128,929	484,758
Depreciation and amortization expense	14,940	15,226	15,929	16,779	62,874
Income from operations	87,509	83,426	96,396	111,993	379,324
Interest and other income/(expense), net	2,386	1,817	1,672	(2,053)	3,822
Foreign exchange gain/(loss)	6,524	(9,167)	5,896	(7,920)	(4,667)
Income before provision for income taxes	96,419	76,076	103,964	102,020	378,479
Provision for income taxes	10,854	9,452	14,532	16,481	51,319
Net income	\$ 85,565	\$ 66,624	\$ 89,432	\$ 85,539	\$ 327,160
Comprehensive income	\$ 47,678	\$ 85,512	\$ 89,133	\$ 110,699	\$ 333,022
Basic net income per share <sup>(1)</sup>	\$ 1.55	\$ 1.20	\$ 1.60	\$ 1.53	\$ 5.87
Diluted net income per share <sup>(1)</sup>	\$ 1.47	\$ 1.14	\$ 1.53	\$ 1.46	\$ 5.60

(1) Earnings per share amounts for each quarter may not necessarily total to the yearly earnings per share due to the weighting of shares outstanding on a quarterly and year to date basis.

<b>2019</b>	<b>Three Months Ended</b>				<b>Full Year</b>
	<b>March 31</b>	<b>June 30</b>	<b>September 30</b>	<b>December 31</b>	
Revenues	\$ 521,333	\$ 551,587	\$ 588,103	\$ 632,775	\$ 2,293,798
Operating expenses:					
Cost of revenues (exclusive of depreciation and amortization)	344,689	355,915	377,525	410,069	1,488,198
Selling, general and administrative expenses	101,786	111,762	118,886	124,999	457,433
Depreciation and amortization expense	10,200	11,028	11,127	12,962	45,317
Income from operations	64,658	72,882	80,565	84,745	302,850
Interest and other income, net	3,076	1,190	2,509	1,950	8,725
Foreign exchange loss	(3,484)	(3,562)	(3,105)	(1,898)	(12,049)
Income before provision for income taxes	64,250	70,510	79,969	84,797	299,526
Provision for income taxes	3,496	11,733	12,967	10,273	38,469
Net income	\$ 60,754	\$ 58,777	\$ 67,002	\$ 74,524	\$ 261,057
Comprehensive income	\$ 66,797	\$ 62,934	\$ 54,725	\$ 86,741	\$ 271,197
Basic net income per share <sup>(1)</sup>	\$ 1.12	\$ 1.07	\$ 1.22	\$ 1.35	\$ 4.77
Diluted net income per share <sup>(1)</sup>	\$ 1.06	\$ 1.02	\$ 1.16	\$ 1.29	\$ 4.53

(1) Earnings per share amounts for each quarter may not necessarily total to the yearly earnings per share due to the weighting of shares outstanding on a quarterly and year to date basis.



**SCHEDULE II**  
**VALUATION AND QUALIFYING ACCOUNTS**  
**FOR THE YEARS ENDED DECEMBER 31, 2020, 2019 AND 2018**  
**(In thousands)**

	<b>Balance at Beginning of Year</b>	<b>Additions</b>	<b>Deductions/ Write offs</b>	<b>Balance at End of Year</b>
<b>Year Ended December 31, 2020</b>				
Allowance for doubtful accounts for trade receivables and contract assets	\$ 3,210	3,282	(1,606)	\$ 4,886
Valuation allowance on deferred tax assets	\$ 3,877	1,608	—	\$ 5,485
<b>Year Ended December 31, 2019</b>				
Allowance for doubtful accounts for trade receivables and contract assets	\$ 1,557	2,072	(419)	\$ 3,210
Valuation allowance on deferred tax assets	\$ 3,189	688	—	\$ 3,877
<b>Year Ended December 31, 2018</b>				
Allowance for doubtful accounts for trade receivables and contract assets	\$ 1,186	2,722	(2,351)	\$ 1,557
Valuation allowance on deferred tax assets	\$ 924	2,265	—	\$ 3,189

### Description of the Registrant's Securities Registered Under Section 12 of the Securities Exchange Act of 1934

The following description is a summary of the material terms of the EPAM Systems, Inc. (referred to as "we," "us," and "our") Third Amended and Restated Certificate of Incorporation ("Certificate"), Amended and Restated Bylaws ("Bylaws"), and applicable provisions of law. The summary is not complete and is subject to, and is qualified in its entirety by, express reference to the provisions of our Certificate and Bylaws, each of which is filed as an exhibit to, or incorporated by reference in, the Annual Report on Form 10-K of which this Exhibit 4.4 is a part. Unless a different date is referenced elsewhere herein, this summary is effective as of the end of the period covered by the Annual Report on Form 10-K with which this exhibit is filed or incorporated by reference.

#### General

Our authorized capital stock consists of 160,000,000 shares of common stock, par value \$.001 per share, and 40,000,000 shares of preferred stock, par value \$.001 per share. Our common stock is registered under Section 12 of the Securities Exchange Act of 1934.

#### Common Stock

The number of shares of common stock outstanding, the date that such number of shares were outstanding, and the stock exchange where our common stock is traded are set forth on the cover page of the Annual Report on Form 10-K of which this Exhibit 4.4 is a part. The number of stockholders of record is set forth in "Part II., Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities" of the Annual Report on Form 10-K of which this Exhibit 4.4 is a part.

The holders of common stock are entitled to one vote per share on all matters which stockholders generally are entitled to vote, except on matters relating solely to terms of preferred stock. Subject to preferences that may be applicable to any outstanding preferred stock, the holders of common stock are entitled to receive ratably such dividends, if any, as may be declared from time to time by the board of directors out of funds legally available therefor.

In the event of our liquidation, dissolution or winding up, the holders of common stock are entitled to share ratably in all assets remaining after payment of liabilities, subject to prior distribution rights of preferred stock, if any, then outstanding.

The common stock has no preemptive or conversion rights or other subscription rights. There are no redemption or sinking fund provisions applicable to the common stock. All outstanding shares of common stock are fully paid and non-assessable.

#### Transfer Agent and Registrar

The name and address of our transfer agent and registrar for our common stock is American Stock Transfer & Trust Company, LLC, 6201 15<sup>th</sup> Avenue, Brooklyn, NY 11219.

#### Preferred Stock

Our board of directors has the authority to issue preferred stock in one or more series and to fix the rights, preferences, privileges and restrictions thereof, including dividend rights, dividend rates, conversion rights, voting rights, terms of redemption, redemption prices, liquidation preferences and the number of shares constituting any series or the designation of such series, without further vote or action by the stockholders.

The issuance of preferred stock may have the effect of delaying, deferring or preventing a change in control without further action by the stockholders and may adversely affect the voting and other rights of the holders of common stock. As of the date of Annual Report on Form 10-K of which this Exhibit 4.4 is a part, no shares of preferred stock are outstanding.

#### Election and Removal of Directors

Our board of directors consists of not less than 3 directors, excluding any directors elected by holders of preferred stock pursuant to the resolution or resolutions adopted by the board pursuant to the issuance of preferred stock, if any. The exact number of directors will be fixed from time to time by resolution of the board. Our board of directors will be divided into three classes. The directors in each class will serve for a three-year term, one class being elected each year by our stockholders. This system of electing and removing directors may discourage a third party from making a tender offer or otherwise attempting to obtain control of us because it generally makes it more difficult for stockholders to replace a majority of our directors. Our Certificate and Bylaws do not provide for cumulative voting in the election of directors.

### **Limits on Written Consents**

Any action required or permitted to be taken by the stockholders must be taken at a duly called annual or special meeting of stockholders and may not be taken by any consent in writing in lieu of a meeting of such stockholders.

### **Stockholder Meetings**

Special meetings of the stockholders may be called at any time only by the board of directors acting pursuant to a resolution adopted by a majority of the whole board, subject to the rights of the holders of any series of preferred stock.

### **Amendments to Our Governing Documents**

Generally, the amendment of our Certificate requires approval by our board of directors and a majority vote of stockholders. However, certain material amendments (including amendments with respect to provisions governing board composition, actions by written consent, and special meetings) require the approval of at least 66 <sup>2</sup>/<sub>3</sub>% of the votes entitled to be cast by the outstanding capital stock in the elections of our board of directors. Any amendment to our amended and restated bylaws requires the approval of either a majority of our board of directors or approval of at least 66 <sup>2</sup>/<sub>3</sub>% of the votes entitled to be cast by the holders of our outstanding capital stock in elections of our board of directors.

### **Requirements for Advance Notification of Stockholder Nominations and Proposals**

Our Bylaws establish advance notice procedures with respect to stockholder proposals and nomination of candidates for election as directors.

### **Limitation of Liability of Directors and Officers**

Our Certificate provides that no director will be personally liable to us or our stockholders for monetary damages for breach of fiduciary duty as a director, except as required by applicable Delaware law.

As a result, neither we nor our stockholders have the right, through stockholders' derivative suits on our behalf, to recover monetary damages against a director for breach of fiduciary duty as a director, including breaches resulting from grossly negligent behavior, except as permitted by applicable Delaware law.

Our Certificate provides that, to the fullest extent permitted by Delaware law, we will indemnify any officer or director of our company against all damages, claims and liabilities arising out of the fact that the person is or was our director or officer, or served any other enterprise at our request as a director or officer. Amending this provision will not reduce our indemnification obligations relating to actions taken before an amendment.

### **Anti-takeover Effects of Some Provisions**

Some provisions of our Certificate and Bylaws could make the following more difficult:

- acquisition of control of us by means of a proxy contest or otherwise, or
- removal of our incumbent officers and directors.

These provisions, as well as our ability to issue preferred stock, are designed to discourage coercive takeover practices and inadequate takeover bids. These provisions are also designed to encourage persons seeking to acquire control of us to first negotiate with our board of directors. We believe that the benefits of increased protection give us the potential ability to negotiate with the proponent of an unfriendly or unsolicited proposal to acquire or restructure us, and that the benefits of this increased protection outweigh the disadvantages of discouraging those proposals, because negotiation of those proposals could result in an improvement of their terms.

### **Delaware Business Combination Statute**

We are subject to Section 203 of the Delaware General Corporation Law ("DGCL"), which regulates corporate acquisitions. Section 203 generally prevents an "interested stockholder," which is defined generally as a person owning 15% or more of a corporation's voting stock, or any affiliate or associate of that person, from engaging in a broad range of "business combinations" with the corporation for three years after becoming an interested stockholder. Generally, a business combination includes a merger, asset or stock sale, or other transaction resulting in a financial benefit to the interested stockholder. Unless another exception applies, an interested stockholder may engage in a business combination under the following conditions:

- the board of directors of the corporation had previously approved either the business combination or the transaction that resulted in the stockholder's becoming an interested stockholder;

- upon completion of the transaction that resulted in the stockholder's becoming an interested stockholder, that person owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, other than statutorily excluded shares of common stock; or
- following the transaction in which that person became an interested stockholder, the business combination is approved by the board of directors of the corporation and holders of at least two-thirds of the outstanding voting stock not owned by the interested stockholder.

Under Section 203, the restrictions described above also do not apply to specific business combinations proposed by an interested stockholder following the announcement or notification of designated extraordinary transactions involving the corporation and a person who had not been an interested stockholder during the previous three years or who became an interested stockholder with the approval of a majority of the corporation's directors, if such extraordinary transaction is approved or not opposed by a majority of the directors who were directors prior to any person becoming an interested stockholder during the previous three years or were recommended for election or elected to succeed such directors by a majority of such directors.

Section 203 may make it more difficult for a person who would be an interested stockholder to effect various business combinations with a corporation for a three-year period. Section 203 also may have the effect of preventing changes in our management and could make it more difficult to accomplish transactions, which our stockholders may otherwise deem to be in their best interests.

#### **Forum Selection Clause**

Under our Certificate, the Court of Chancery of the State of Delaware is exclusive forum for any derivative action or proceeding brought on our behalf; any action asserting that any director, officer or other employee breached his or her fiduciary duty owed to us or our stockholders; any action asserting a claim arising pursuant to any provision of the DGCL; or any action asserting a claim governed by Delaware's internal affairs doctrine.

Unless and until the Board resolves otherwise or as otherwise agreed between the Company and the Board, each member of the Board of Directors (the "**Board**") of EPAM Systems, Inc. (the "**Company**") that is not an employee of the Company or any of its subsidiaries (each, a "**Non-Employee Director**") shall be entitled to receive the compensation set forth below during the term of his or her service on the Board. Capitalized terms used but not defined in this policy shall have the meanings set forth in the Company's 2012 Non-Employee Directors Compensation Plan (as amended from time to time, the "**Plan**") or in the Company's 2017 Non-Employee Directors Deferral Plan (the "**Deferral Plan**"), as the case may be.

#### Annual Cash Retainers

**Frequency and Pro-Ration of Payments:** Each of the retainer payments described below shall be payable in cash in arrears in equal quarterly installments on March 31, June 30, September 30 and December 31 (or, if any such date is not a business day, the business day immediately preceding such date) (each such payment date, a "**Quarterly Payment Date**") in respect of the calendar quarter that includes such Quarterly Payment Date, or, at the Non-Employee Director's election given by written notice to the Company no later than March 15 of any calendar year, in one cash payment in arrears on December 31 (or if such date is not a business day, the business day immediately preceding such date) (such payment date, an "**Annual Payment Date**") in respect of the calendar year that includes such Annual Payment Date. Any Non-Employee Director who becomes eligible for any of the following retainer payments on a date that is not the first day of a calendar quarter (or year) shall receive a pro-rated Retainer for his or her service in the applicable role on the Board for such quarter (or year) based on the number of days of such service during such quarter (or year).

**Service as Non-Employee Director:** Each Non-Employee Director shall receive an annual retainer (a "**Retainer**") in the amount of \$55,000 payable in cash in arrears.

**Service as Lead Independent Director:** The Non-Employee Director who serves as Lead Independent Director of the Board shall receive an additional annual retainer in the amount of \$25,000 payable in cash in arrears.

**Service as a Committee Member:** Each Non-Employee Director who serves as a member (but not as a Chairperson) of one or more of the Audit, Compensation or Nominating and Corporate Governance Committees (each, a "**Committee**") of the Board shall receive an additional annual retainer in the amount of \$10,000, \$7,500 and/or \$6,000 for his or her service on each such Committee, respectively, payable in cash in arrears.

**Service as Chairperson of a Committee of the Board:** Any Non-Employee Director who serves as a Chairperson of one or more of the Committees shall receive an additional annual retainer in the amount of \$20,000, \$15,000 and/or \$10,000 for his or

her service as the Chairperson of one or more of the Audit, Compensation or Nominating and Corporate Governance Committees, respectively, payable in cash in arrears.

#### Additional Non-Employee Director Compensation

Any Non-Employee Director who attends more than ten (10) meetings of the Board, or more than ten (10) meetings of the same Committee on which such Non-Employee Director serves, in any calendar year shall receive an additional cash payment of \$2,000 for each such additional meeting thereof that such Non-Employee Director attends in person and \$1,000 for each such additional meeting that such Non-Employee Director attends telephonically.

#### Election to Receive Stock

A Non-Employee Director may elect to receive all or a portion of his or her Retainer in shares of Common Stock by executing and submitting to the Company's Corporate Secretary (the "**Secretary**") an election form, pursuant to a form provided by the Company, which indicates the percentage of such Retainer that such director elects to receive in shares. A Non-Employee Director who wishes to revoke or amend a previously submitted election form may do so by executing and submitting to the Secretary a subsequent election form, pursuant to a form provided by the Company. An election form, whether initial or subsequent, shall be effective only with respect to Quarterly Payment Dates (or if applicable, the Annual Payment Date) that occur after the date on which the Secretary receives such form.

As of each Quarterly Payment Date (or if so elected, the Annual Payment Date), a Non-Employee Director who has validly elected to receive all or a portion of his or her Retainer in shares of Common Stock will receive a number of shares of Common Stock determined by dividing the amount of the Retainer that otherwise would have been payable to such director in cash on such date by the closing price of a share of Common Stock on the day prior to such Quarterly Payment Date (or if so elected, the Annual Payment Date); *provided* that any fractional share shall be paid in cash.

#### Equity Grants

Initial Restricted Stock Unit Grants to Directors: On the date that a Non-Employee Director commences service on the Board, such director shall receive under the Plan an initial grant (the "**Initial Grant**") of Restricted Stock Units. The number of Restricted Stock Units awarded in the Initial Grant shall be determined by dividing \$100,000 by the closing price of a share of Common Stock on the day prior to the grant date. Unless a Non-Employee Director elects otherwise pursuant to the Deferral Plan, the Initial Grant will vest 25% on each of the first four anniversaries of the grant date.

Annual Restricted Stock Unit Grants to Directors: On the date of the Company's annual public stockholder meeting, each Non-Employee Director who at such meeting is elected to serve on the Board or whose term is scheduled to continue at least through the date of the next such meeting shall receive under the Plan an annual grant (each, an "**Annual Grant**") of Restricted Stock Units. The number of Restricted Stock Units awarded in the Annual Grant shall be determined by dividing \$130,000 by the closing price of a share of Common Stock on the day prior to the grant date. Any Non-Employee Director who commences service on the Board on a date other than the date of the Company's annual public stockholder meeting shall receive on such start date a pro-rated Annual Grant, with the number of Restricted Stock Units awarded in such grant determined by dividing (i) the product of \$130,000 and a fraction, the numerator of which is 365 minus the number of days that have elapsed between the date of such meeting and such start date, and the denominator of which is 365, by (ii) the closing price of a share of Common Stock on the day prior to such start date. Unless a Non-Employee Director elects otherwise pursuant to the Deferral Plan, each Annual Grant will vest 100% on the first anniversary of the grant date.

## SUBSIDIARIES OF THE REGISTRANT

<b>Entity</b>	<b>State or Country of Incorporation</b>
Danika Limited	Cyprus
EPAM Information Corporate Systems FPUE	Belarus
EPAM Solutions Ltd.	Russia
EPAM Solutions LLC	Ukraine
EPAM Systems ApS	Denmark
EPAM Systems Canada, Ltd.	Canada
EPAM Systems (Cyprus) Limited	Cyprus
EPAM Systems GmbH	Germany
EPAM Systems (Switzerland) GmbH	Switzerland
EPAM Systems Kft	Hungary
EPAM Systems, LLC	New Jersey LLC USA
EPAM Systems Ltd.	U.K.
EPAM Systems Nordic AB	Sweden
EPAM Systems Ltd.	Russia
EPAM Systems LLC	Ukraine
EPAM Systems FLLC	Belarus
EPAM Systems (Poland) sp. z o.o.	Poland
EPAM Systems PTE Ltd.	Singapore
EPAM Systems SARL	Luxembourg
EPAM Systems SRL	Moldova
LLP EPAM Kazakhstan	Kazakhstan
Vested Development, Inc.	Delaware Corp. USA
EPAM Systems (Hong Kong) Limited	Hong Kong
EPAM Systems Netherlands B.V.	Netherlands
EPAM Systems Netherlands B.V.	ITALY – branch of Netherlands
EPAM Systems Belgium	Belgium – branch of Netherlands
EPAM Systems (Australia) Pty. Ltd.	Australia
EPAM Systems Bulgaria EOOD	Bulgaria
EPAM Sistemosa, UAB	Lithuania
EPAM Systems (Czech Republic) s.r.o.	Czech Republic
EPAM Systems International SRL	Romania
EPAM Systems (Asia) Limited	Hong Kong
EPAM Systems (Shenzhen) Co. Ltd.	China
J8 Corp	British Virgin Islands
EPAM Systems LLC	Armenia
EPAM Systems (Ireland) Limited	Ireland
Great Fridays Limited	UK
Great Fridays Inc.	Delaware Corp. USA
EPAM Systems (Malaysia) S.D.N.B.H.D.	Malaysia
EPAM Systems Mexico SrL	Mexico
EPAM Systems Austria GmbH	Austria
Navigationarts, Inc.	Delaware Corp. USA
Navigation Arts, LLC	Delaware LLC USA
EPAM Systems Spain SL	Spain
Alliance Consulting Global Holdings, Inc.	Delaware Corp. USA

Alliance Global Services, Inc.  
Alliance Global Services, LLC  
EPAM Systems India Private Limited  
EPAM Systems (Suzhou) Co., Ltd.  
EPAM Systems (Suzhou) Co., Ltd.  
Shanghai EPAM Systems Co., Ltd.  
Guangzhou EPAM Systems Ltd.  
EPAM Systems Philippines  
    EPAM Systems FZ-LLC  
    EPAM Systems FZ-LLC  
EPAM Consulting BV  
Continuum Innovation LLC  
Continuum LLC  
Continuum SrL  
Design Continuum  
EPAM Systems Japan G.K.  
Think Limited  
test IO, Inc  
Test IO GmbH  
EPAM Systems FE LLC  
Competentum-USA Ltd.  
Shareknowledge Inc.  
Codeweb, LLC  
EPAM Systems France  
Naya P.A.I. Technologies Ltd.  
Naya P.A.I. Technologies Inc.  
EPAM Systems (Vietnam) Company Limited  
EPAM DX, LLC  
Ricston Limited  
Ricston UK Limited  
EPAM Systems s.r.o.  
EPAM Systems (Georgia) LLC  
EPAM Upskill, LLC

Delaware Corp. USA  
Delaware LLC USA  
India  
China  
China – Beijing Branch  
China  
China  
Philippines  
UAE  
UAE - non-free zone branch office  
Netherlands  
Delaware LLC USA  
Massachusetts LLC USA  
Italy  
China  
Japan  
U.K.  
Delaware Corp. USA  
Germany  
Uzbekistan  
Delaware Corp. USA  
Delaware Corp. USA  
Russia  
France  
Israel  
Delaware Corp. USA  
Vietnam  
Delaware LLC USA  
Malta  
U.K.  
Slovakia  
Georgia  
Pennsylvania LLC USA

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Registration Statement No. 333-249021 on Form S-3 and Registration Statement Nos. 333-179409 and 333-205421 on Form S-8 of our reports dated February 25, 2021, relating to the financial statements of EPAM Systems, Inc. and the effectiveness of EPAM Systems, Inc.'s internal control over financial reporting appearing in this Annual Report on Form 10-K for the year ended December 31, 2020.

*/s/ DELOITTE & TOUCHE LLP*

Philadelphia, PA  
February 25, 2021



## CERTIFICATION

I, Arkadiy Dobkin, certify that:

1. I have reviewed this annual report on Form 10-K of EPAM Systems, Inc.;
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(s) 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(s) 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.

Date: February 25, 2021

/s/ Arkadiy Dobkin

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Arkadiy Dobkin

Chief Executive Officer and President (principal executive officer)

## CERTIFICATION

I, Jason Peterson, certify that:

1. I have reviewed this annual report on Form 10-K of EPAM Systems, Inc.;
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(s) 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(s) 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.

Date: February 25, 2021

/s/ Jason Peterson

Jason Peterson

Senior Vice President, Chief Financial  
Officer and Treasurer  
(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 Annual Report on Form 10-K of EPAM Systems, Inc. for the year ended December 31, 2020 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, in the capacities and on the date indicated below, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 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 EPAM Systems, Inc.

Date: February 25, 2021

/s/ Arkadiy Dobkin

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Arkadiy Dobkin

Chairman, Chief Executive Officer  
and President  
(principal executive 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 Annual Report on Form 10-K of EPAM Systems, Inc. for the year ended December 31, 2020 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, in the capacities and on the date indicated below, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 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 EPAM Systems, Inc.

Date: February 25, 2021

/s/ Jason Peterson

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Jason Peterson

Senior Vice President, Chief  
Financial Officer and Treasurer  
(principal financial officer)