

# Our Code of Business Conduct

2017



CONVERGYS



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## A Declaration of Our Commitment

At Convergys, we believe that ethical and responsible business conduct is the backbone of our success in the global marketplace. This means more than just obeying the laws of the many states and nations where we operate; it means upholding an ethical foothold and acting with honesty and integrity in all decisions and relationships.

This Code of Business Conduct provides a framework for the principles and standards by which each of us should conduct our daily activities and interactions. It also serves as a public statement of our commitment to conduct our business relationships with the highest level of professionalism, ethics, and honesty.

Our Code of Business Conduct sets forth our expectation regarding business and professional conduct and is intended to help you recognize and deal with both ethical and legal issues. This Code of Business Conduct cannot address or provide a rule for every situation. All of us need to be sensitive to any situations that can impact the Company's reputation and exercise common sense and good judgment in the way we conduct our business activities. When in doubt about whether a situation might raise concerns of a violation of law or this Code, I strongly encourage you to report your concerns.

We should all be proud of our reputation as an ethically driven and legally compliant organization. I encourage all of you to uphold this reputation by continuing to honor the letter and spirit of our Code of Business Conduct and strive to "do the right thing."



Thank you for your commitment.

A handwritten signature in black ink that reads "Andrea".

Andrea Ayers  
President & CEO

## Our Values

### Put your customer first

- Listen to understand
- Take ownership
- Go the extra mile



### Grow as a team

- Develop our future leaders today (including you!)
- Make work fun



### Do the right thing

- Be curious and ask questions
- See an opportunity, take action
- Respect differences



### Serve the community

- Make where we work and live a better place
- Share your time and talents with others



## Living Our Values and Our Code of Business Conduct

Below are the guiding principles behind our Code of Business Conduct:

- We comply with applicable laws governing the Company's operations
- We create and maintain a safe and healthy workplace that respects individuals and is free from discrimination
- We base our business decisions and supplier selections on business merit and value, not on personal or family influence
- We safeguard confidential and proprietary information
- We properly and efficiently use Company funds and property
- We comply with proper accounting and financial reporting rules, regulations, and procedures
- We compete aggressively, and we earn our clients' business by providing outstanding service and products and by representing our products, services, and people honestly
- We do not tolerate unethical business conduct or illegal acts, and other violations of this Code of Business Conduct

## Your Responsibility for this Code

This Code of Business Conduct sets forth the guiding principles by which we operate our company and interact with each other, our clients and their customers. These principles apply to all employees, officers and directors of Convergys Corporation, its subsidiaries (the "Company"), with the exception of any employees, officers and directors who are notified that a separate code of business conduct is in effect for the country in which they are employed.

## Complying with Laws, Rules and Regulations

The Company requires all employees, officers, and directors to comply with local, state, provincial, and/or federal laws and regulations applicable to the Company wherever it does business. As a multinational company with locations and clients across the globe, the Company complies with all laws of the international jurisdictions in which it conducts business. In the event of a conflict with local law, this Code of Business Conduct will apply to the fullest extent possible.

If you are convicted of a dishonest or fraudulent act, or other crime (excluding a minor traffic citation) while employed by the Company it is your duty to notify your Human Resources department promptly, subject to applicable laws. Applicable laws outside of the United States may restrict an employee's obligation to report convictions. For example, certain countries in the European Union only require employees to report convictions that are relevant to their specific job.

## Freedom from Discrimination

The Company is committed to providing a work environment that is free from discrimination. The Company specifically prohibits discrimination or harassment because of race, color, creed, religion, national origin, citizenship, gender, age, physical or mental disability, political belief, sexual orientation, gender identity, marital or family status, pregnancy, military or veteran status, economic status, or other legally protected status in any employment decision or in the administration of policy. The Company is committed to doing business with suppliers and business partners who also commit to equal employment opportunities.

## Freedom from Harassment

The Company forbids, and does not expect you to tolerate, harassment in your employment. The Company prohibits harassment based on race, color, creed, religion, national origin, citizenship, gender, age, physical or mental disability, political belief, sexual orientation, gender identity, marital or family status, pregnancy, military or veteran status, economic status, or other legally protected status, of and by its employees and affiliates in any form or degree. Such conduct, or the condoning of such conduct, will not be tolerated and may result in corrective action up to and including separation of employment.

If you have a complaint of discrimination, sexual or other harassment, or other forms of offensive conduct, report it to a Human Resources representative or a senior manager or director in your business unit or in accordance with specific reporting practices at your facility. Complaints of offensive or improper conduct are taken seriously and investigated thoroughly, without retaliation. Please familiarize yourself with our Equal Employment Opportunity and Sexual Harassment policies, which can be viewed on the Company Portal, intranet sites or employee handbooks.

## Workplace Safety

The Company seeks to provide a safe and healthy workplace for its employees. It is your duty to share in this responsibility by acting in a safe manner, participating in safety drills and training, and promptly reporting any perceived dangerous conditions, hazards, or workplace accidents to your supervisor, Human Resources, or Facilities personnel.

In order to help ensure a safe, healthy, and productive work environment, the Company prohibits the possession, use, or being under

the influence of alcohol or unprescribed drugs while on Company premises or on Company business. Responsible use of alcohol is permitted when served in appropriate business settings or at certain Company-sponsored events.

The Company prohibits behavior that may create an unsafe work environment, such as:



threatening or violent behavior, possessing weapons or other contraband on Company property or on Company business, or damaging Company or another employee's property. Such behavior should be reported promptly to the Company's Security Department.

The Company complies with applicable laws restricting the employment of children and minors. The Company's general practice is to employ persons who are at least 18 years old.

## Your Employment Relationship

Employment with the Company in the United States is "at will," which means that you or the Company may terminate the employment relationship at any time and for any reason. Outside of the U.S., or where a written employment agreement exists, applicable laws and/or agreements govern our employment relationships. This Code of Business Conduct is not an employment contract or a promise of continued employment. The Company reserves the right to revise this Code of Business Conduct.

## Client Relations

Regardless of how frequent your contact with clients may be, it is important to remember that your conduct will affect a client's opinion of you and the Company. Treat clients and colleagues the way you would expect or desire to be treated. Avoid saying or doing anything that would discredit yourself, fellow employees, or the Company.

## Personal Time

Convergys encourages and respects your pursuit of personal interests. Personal interests or other jobs or commitments, however, must not interfere with your work performance. Additionally, you have the duty to be honest with your work-related time. This includes recording time accurately, keeping absences and tardiness to an absolute minimum, and limiting personal matters during work time.

## Supplier Relationships

The Company is committed to conducting business with the highest standard of integrity and ethics and expects the same commitment from its business suppliers, contractors, and consultants. We have established procedures to evaluate suppliers and other third parties prior to engaging in a business relationship as we strive to do business with suppliers that comply with local and applicable legal requirements. It is our intention that through this evaluation, we will identify those third parties that (a) have similar business values and (b) adhere to ethical standards. We believe that our reputation is as valuable as the services we provide to our customers; therefore, we take deliberate steps to protect it.

## Conflicts of Interest

The Company's position on conflicts of interest is primarily twofold—(1) do not let personal or family interest influence, or appear to influence, your business activities for the company and (2) do not compete with the Company.

### Personal Interests Influencing Business Decisions

In addition to showing poor business judgment, allowing personal financial interests or relationships to interfere—or even appear to interfere—with the Company's business decisions presents ethical, legal, and financial risks. It is strictly prohibited. A conflict of interest could arise through either business or personal activities. As a rule, you should not have a financial interest in, or accept gifts, loans, compensation, or unusual hospitality from, a supplier, competitor, or customer that could influence you in the performance of your duties or compromise your loyalty to the Company.

### Giving and Receiving Gifts

Employees will neither provide nor accept any gift that could be perceived as an attempt by the Company to improperly influence anyone with whom we are doing business. Giving or receiving modest gifts or hospitality, while appropriate in certain settings, may be construed as a bribe or a payoff in other settings. As a general guideline, the gift should be reasonable and not lavish so as not to create an appearance of impropriety. Judge the appropriateness of the particular circumstances by assuming that the details will be made public. Please refer to the "Fair Competition" section for a discussion on the prohibition of bribes and kickbacks.



Also, you must not take a Company business opportunity for yourself or direct it to others outside the Company. If a family member works for a supplier, competitor, customer, or within the same department or unit at the Company, a conflict of interest could exist. You must report any such relationships to Human Resources.

### Competing with the Company

While you may accept a second job that does not create a conflict of interest or interfere with your position or performance at the Company, you are restricted from entering into any business relationship with a supplier, competitor or customer while employed by the Company. You also may not personally pursue a Company business opportunity. You may not create, design, develop, market, or sell any product or service that competes with the Company.

To avoid a possible conflict of interest, before taking a second job, you should discuss the matter with your supervisor or Human Resources. Also, you must obtain approval from the Corporate Secretary Office before becoming a board member of a for-profit organization.



## Information Security

### Confidential and Proprietary Information

During your work at the Company, you likely will have access to information that is considered confidential and/or proprietary. Generally, confidential and proprietary information is any Company information that is not public.

Confidential and proprietary information is information about the Company or our clients that includes, but is not limited to:

- Research and development, such as project descriptions, plans, drawings, reports, notebooks, computer files and programs, and investment amounts
- Trade secrets, including business practices, technical processes and applications, service and restoration procedures, operations procedures, software specifications and designs, and equipment uses
- Company intellectual property, including patented, trademarked, and copyrighted material
- Procedures and practices related to management of our network, communications, data centers, command centers, and other technical equipment
- Non-public information about products, service alliances, and clients, including

marketing plans, sales prospects, product and service strategy, and software specifications

- Confidential and proprietary organizational and business information, such as budgets and other financial data and records, rate and cost data, client lists, services provided, and personnel data, including employee records and lists
- Information you receive from or about clients and potential clients

You have a responsibility to protect confidential and proprietary information from theft, disclosure, or inappropriate use. Store confidential and proprietary information in a safe place and follow our computer security policies. Use extreme caution if discussing business or using a cell phone or other portable communications device in public places, and never discuss the Company's or our clients' confidential and proprietary information with friends or acquaintances. Customer service representatives/agents may use appropriate discretion to discuss terms and conditions of their employment in accordance with applicable law.

Before releasing confidential or proprietary information or permitting anyone outside the Company to use a Company trademark or copyrighted work, you must first obtain appropriate management approval and make sure the party receiving the information has signed a non-disclosure or license agreement approved by the Legal Department. You must immediately notify the Legal Department if you discover that the Company's confidential and proprietary information, trademark, copyright, patent, name, or logo has been improperly used or disclosed.

Protect our clients' and prospective clients' confidential and proprietary information as you would our own. Never use another



party's trademark, name, logo, or copyrighted material without the owner's prior written permission, and never remove copyright notices from computer or other materials.

When your employment with the Company ends, all documents, records, and other information and property belonging to the Company must be returned. Even after you leave employment, you have a continuing obligation to safeguard and not use or otherwise disclose the Company's and our clients' confidential and proprietary information.

## Insider Information and Trading

Both integrity and applicable laws and regulations prohibit the use of insider information when buying, selling, or trading publicly-traded securities, such as Convergys shares. Insider information typically is information that is not available to the public that could influence an investor's decision to buy, sell, or hold securities in a company. Examples of insider information include, but are not limited to: strategic plans and initiatives, acquisition plans, financial information, new contracts, products, new services, new technology, or major organizational changes.

You must not buy, sell, or trade shares in Convergys or other companies about which you have insider information until that information becomes public. Insider information should

be handled like other Company proprietary information—do not discuss it in public places or with friends and family.

All employees are responsible for complying with the Convergys Corporation Insider Trading Policy (and supplemental restrictions for Directors and Senior Level Officers). If you have questions about trading in Company securities or insider information, contact the Convergys Corporate Secretary Office.

## Social Media

While the Company believes in supporting your development of business relationships and online freedom of expression when you communicate through social media channels, you must be mindful that your statements can be a reflection of the Company as a whole.



Your participation in social media, whether at the request of the Company or on a voluntary basis, must be consistent with the Company Social Media Guidelines. If you publish or post information through social media that covers the Company's business space, you must make it clear that your opinions are your own and do not represent the Company's opinions or positions. Do not disclose Company privileged or confidential information. Do not mention Company clients and business partners by name without obtaining permission to do so. You must know and follow the Convergys Code of Business Conduct and applicable policies and procedures when sharing Company information in public space. Use your best judgment when



deciding whether content is appropriate to publish. If you are unsure about any particular posting, please consult the Company's Social Media Guidelines or contact the Director of Communications for guidance.

## Company Assets

Company property must be used according to Company policies, procedures, and instructions. You may not use Company property for personal financial gain. Generally, you should not use Company property for personal use. Personal long distance telephone calls (except during business travel) are an example of inappropriate use of Company resources. The Company may monitor, review, audit, and control access to or use of Company resources or property in accordance with applicable data protection laws. We are all responsible for safeguarding and efficiently using Company assets by following procedures for proper use, and preventing loss, theft, or unauthorized use. You may not sell, loan, give away, or otherwise dispose of Company property without proper authorization, regardless of condition or current use.

Company property or facilities may not be used for solicitation or distribution activities that are not related to an employee's services to the Company, except for charitable activities that have been approved in writing in advance by the Company.

## Using Computers, Electronic Mail, and Voice Mail

Company computers, electronic mail, and voice mail are intended for business purposes. They may be used for personal use and communications on a very limited and infrequent basis subject to applicable Company Policies providing further guidance on IT acceptable use. These systems and



equipment are Company property and your use of them is not private.

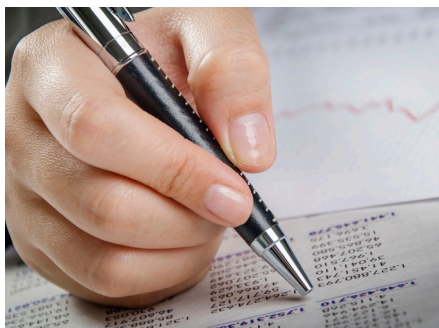
You may not add any unauthorized software, data, or hardware to a Company computer. Misuse of the electronic mail system includes—but is not limited to—using it to violate law or Company policy, send offensive, suggestive, or obscene language, or harass another employee or person. Electronic mail messages are retained for a period of time and you should not send any information via the electronic mail system that would be inappropriate if sent in written form. Computer, electronic, and voice mail on Company systems may be reviewed or monitored at any time by the Company or in accordance with legal process and applicable data protection laws. You may not monitor electronic or hardcopy files, electronic mail, or voice mail of another employee or client without the express permission of that employee or the Company's Legal Department.

## Company Accounts and Records

### Company Funds

You are accountable for any Company funds that you have authorization to use. Vouchers or other records of purchases or expenditures must be authorized and reviewed at the appropriate management level according to policy. Adequate records to document the disbursement of funds entrusted to you must be maintained. Be sure that the Company receives good value in return for the funds you authorize or use. Use of Company funds is covered in detail in Company purchasing and accounting policies. Become familiar with these policies and follow them strictly. Talk with your supervisor or an authorized Company official if you have a question regarding the use of funds.

### Accurate Reporting



Convergys reports to the Securities and Exchange Commission (SEC) and other regulatory entities about the Company's business and financial performance and records. It is crucial that such reports are accurate and complete. In order to comply with applicable laws and regulations, you must always prepare Company records accurately and reliably. Company records include—but are not limited to—payroll

records, service reports, vouchers, bills, measurement and performance records, correspondence and reports to clients, and other essential data. Accounting fraud or other types of false or misleading reports and records are strictly prohibited by the Company and by law.

### Business Records

All business records in paper and electronic format, including email, must be retained and disposed of in accordance with applicable laws and any applicable records management policy. From time to time, the Company's Legal Department may issue a legal hold on certain records in your possession that may be relevant to a pending, threatened, or anticipated litigation, government examination, or other legal action. You must comply with any legal hold by preserving all records covered by the legal hold until notified otherwise by the Legal Department. You must also notify the Legal Department of any threatened claims that you may become aware of in order for the Legal Department to determine whether to issue a legal hold.

## Fair Trade

### Industrial Espionage and Sabotage

It is essential to prevent disclosure of any Company information that could be of value to competitors, industrial saboteurs, espionage agents, or others seeking to harm the Company. Such information includes—but is not limited to—security procedures, location of data centers, and data center service restoration procedures, as well as financial data and other confidential and proprietary information described previously in this Code of Business Conduct. Such Company information must be carefully protected and disclosed only with proper authorization and proper safeguards.

Be wary of any stranger inquiring about your position with the Company. Determine the legitimacy of any representative or organization that inquires about your job or duties with the Company or Company products or services before answering questions. Promptly report to the Company's Security Department or a director in your business unit any attempt by an unauthorized person to obtain sensitive, confidential, and proprietary information or access to secured Company locations.



## Fair Competition

The Company competes on the merits of our products and services and does not engage in unlawful competition. The laws relating to fair competition are complex and differ from country to country. You should familiarize yourself with the laws applicable to your area of business and consult the Legal Department if you have questions.

Here are some basic guidelines:

- Be truthful in dealings with customers—do not misrepresent the quality, features, or availability of our products or services.
- Be factual and exercise appropriate discretion when referring to a competitor's products or services.
- Never agree with a competitor to restrict competition by fixing prices, allocating

markets, boycotting suppliers, or other means.

- Never engage in industrial espionage or unlawfully acquire or use intellectual property, proprietary or confidential information of anyone, including suppliers, customers, business partners, or competitors.
- Never offer or give any bribes, kickbacks, or improper payments to suppliers, customers, or business partners (remember this principle when offering any form of gifts or entertainment to anyone who does or is seeking to do business with the Company). Bribing government officials is also prohibited; for more details, please see the next section.

## International Trade and Anti-Corruption

Countries in which we do business have laws regulating international trade, including export controls and anti-boycott regulations. It is your responsibility to comply with applicable laws. In particular, it is illegal under anti-corruption laws to obtain or retain business through direct or indirect payments meant to improperly influence or facilitate interaction with foreign officials and governments. Violations of anti-corruption laws and laws regulating international trade can result in fines and/or imprisonment for individual employees and penalties against the Company. If you have questions about international transactions or laws or conflicting laws, you should contact the Company's Legal Department or Compliance Office.

## Participation in the Political Process

The Company seeks resolution on the merits of legislative and regulatory issues affecting

its interests. The Company's Government Relations Office seeks opportunities to present Company views openly and frankly with elected and appointed officials. Company funds or assets must not be used for, or be contributed to, political campaigns, elected or appointed officials, or political practices under any circumstances without the prior written approval of the Government Relations Office. Any political activity on your own behalf must occur strictly in an individual and private capacity, and not on behalf of the Company.

## Community Involvement

The Company and our employees devote time and resources toward improving the quality of life in the communities where our employees live and work throughout the world. This ideal is embraced as one of the Company's core values. We encourage you to be a good citizen, and to personally participate in and support your local community. Such participation may be made in the form of individual donations to charities of your choice; however, you cannot make any charitable contributions on the Company's behalf.

As a responsible member of society, the Company makes donations for education, health, and well-being. All charitable contributions by the Company are made in accordance with an approved funding process. No such contributions may be



made to individuals or organizations that have goals incompatible with the Company's values or that would damage the Company's reputation.

## Public Communications

Through the Company's Public Relations Office, the Company provides accurate information about the Company to the public. Employees may not, acting or purporting to act in the name or on behalf of the company, answer questions or make public statements about the Company without authorization from Public Relations. Employees are further requested to refrain from making personal statements or comments about the company to the media or any government representative or trade or financial analyst. If you are contacted by the media, government, trade or financial analysts, investors, or other members of the public for comments about the Company, immediately refer the matter to Public Relations.

## Complying with the Code and Reporting Violations

The Company's Code of Business Conduct and Core Values promote a "shared responsibility" by all employees in achieving our goals. If you suspect a violation of this Code of Business Conduct or any law, rule or regulation by any employee, officer or director of the Company, including concerns regarding questionable accounting or auditing matters, you are encouraged to report your concerns to a business unit director, a local Human Resources representative, Corporate Security or the Compliance Office. However, if your concern is not addressed or resolved through those



channels, or if you feel more comfortable anonymously reporting your concern to the Company, you may contact your local HR Representative or Convergys Security at the phone number provided by the hotline posters displayed at your local site. Please also check with Human Resources or on the Company web site or Portal for additional numbers that may be applicable to calls to the Ethics Hotline in your country. When you make a report, we encourage you to identify yourself so that we can follow up on your questions or concerns as promptly and thoroughly as possible. You do not have to tell us your name or provide your employee ID number. However, your use of the Ethics Hotline is subject to applicable laws and if you are employed in Europe there may be laws restricting the types of misconduct you can report using the Ethics Hotline and in Spain and Poland anonymous reporting is prohibited. Employees from Europe should check with Human Resources or on the Company web site or Portal for additional information on applicable reporting restrictions. While employees in the European Union are encouraged to identify themselves in order to help facilitate a more thorough investigation, with the exception of Spain and Poland all countries in the European Union where the Company has offices at least do not prohibit employees from anonymously reporting misconduct with respect to accounting, internal accounting controls and tax audits, bribery, accounting frauds or insider trading.

Upon receiving a report, we will investigate the matter confidentially, make a determination whether the Code or the law has been violated and take appropriate corrective action. We will not tolerate retaliation against anyone who in good faith raises a concern, reports suspected



misconduct, or provides information related to an inquiry concerning suspected misconduct. Anyone who does retaliate in violation of this policy may be subject to disciplinary action and may also face criminal and administrative penalties. Please be advised that an employee who reports his or her own misconduct will not be excused from responsibility for his or her actions by the act of self-reporting. You have a duty and responsibility to understand and follow this Code of Business Conduct and all Company policies. We also expect you to act with integrity in areas not specifically addressed by the Code. You can find other policies referred to in this Code on the Company portal or by asking a Human Resources representative.

In accordance with and subject to applicable law and local policies, a violation of the Code of Business Conduct may result in disciplinary action, including the possible termination of your employment without additional warning, and possibly civil and/or criminal prosecution.

This code is not intended to replace any existing or future policies of the Company, its subsidiaries, or individual departments therein. Employees will continue to be responsible for observing all company policies located within the Company Portal and/or Employee Handbooks.

## Waivers of this Code of Business Conduct

While some of the policies contained in this Code of Business Conduct must be strictly adhered to and no exceptions may be allowed, in other cases exceptions may be appropriate. Any employee or officer (other than an executive officer) who believes that a waiver of any of these policies or principals is appropriate in his or her case should first contact his or her immediate supervisor. If the supervisor informs the Director of Compliance that he or she believes a waiver is appropriate, the Director of Compliance will approve or deny the request. The Director of Compliance will maintain a record of all requests by employees and officers (who are not executive officers) for waivers and the disposition of such requests.

Any executive officer or director of Convergys Corporation who seeks a waiver of any of these policies or principals should contact the Company's General Counsel. Any waiver of this Code of Business Conduct for executive officers or directors of Convergys Corporation may only be made by the Board of Directors of the Company or a committee of the Board of Directors of the Company and will be disclosed as required by law or stock exchange regulation.

## Convergys Compliance Office

The Company maintains a Compliance Program administered by the General Counsel and the Compliance and Risk Committee (together, "the Compliance Office"). The goal of the Compliance Office is to assist management in compliance with this Code, internal Company policies, and applicable laws and regulations. If you have questions related to compliance, you are urged to contact the Director of Compliance at [corporate.compliance@convergys.com](mailto:corporate.compliance@convergys.com).



### ABOUT CONVERGYS

Convergys delivers consistent, quality customer experiences in 47 languages and from more than 150 locations around the globe. We partner with our clients to improve customer loyalty, reduce costs, and generate revenue through an extensive portfolio of capabilities, including customer care, analytics, tech support, collections, home agent, and end-to-end selling. We are committed to delighting our clients and their customers, delivering value to our shareholders, and creating opportunities for our talented, caring employees, 125,000-strong in 31 countries around the world. Visit [convergys.com](http://convergys.com) to learn more about us.

### FOLLOW US ON:



1.800.344.3000 (US)

1.513.458.1300 (Int'l)

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