

# **Convergys Corporation**

## **Corporate Compliance and Risk Committee Charter**

Amended and Restated July 26, 2017

### **Establishment of the Committee**

The Corporate Compliance and Risk Committee (the “Committee”) has been established (i) to support and work with the General Counsel to help ensure the effectiveness of the Company’s Corporate Compliance and Enterprise Risk Management Program (the “Program”) (including performing specified duties related to the Program) and (ii) to assist the General Counsel in reporting to the Audit Committee of the Board, the Chief Executive Officer and the Chief Financial Officer regarding the effectiveness of the Program.

Notwithstanding the foregoing, responsibility for specific areas of compliance, ethics and risk management will continue to reside within various functions and business units of the Company, it being understood that (i) the establishment of the Committee does not shift responsibility from those functions and business units and (ii) the responsibilities of the Committee relate primarily to the oversight, development, implementation and operation of the Program and to ensuring its overall effectiveness.

### **Membership**

The Committee shall consist of the individuals in the roles of, or heading the functions set forth below:

- Corporate Compliance Director
- Corporate Controller
- Senior Vice President, Human Resources, or the designated representative
- Head of Internal Audit
- Privacy Officer
- Security Officer
- Chief Information Security Officer
- CIO, or the designated representative, and
- Senior Business Representatives

The General Counsel or designee shall serve as legal counsel to the Committee, and, as such, shall provide legal advice to the Committee concerning the Program and such other legal advice as may be needed from time to time. The Corporate Compliance Director shall serve as the Chair of the Committee and the Corporate Controller shall serve as Vice Chair. The Committee shall maintain written minutes of its proceedings.

The General Counsel, with the consent of the Chief Executive Officer, may add to or change the membership of the Committee from time to time as appropriate.

## **Authority and Responsibilities**

In addition to any other responsibilities which may be assigned from time to time by the Audit Committee, the Chief Executive Officer, the Chief Financial Officer, or the General Counsel, the Committee shall, on an ongoing basis:

- Oversee efforts to identify areas that present the greatest risk of non-compliance with applicable law or regulation or of unethical conduct by employees and agents of the Company and its subsidiaries.
- Maintain familiarity with applicable legal and regulatory standards, industry practice and best practices relating to compliance and ethics programs.
- Assess areas of compliance that may not be addressed by current functions and business units and recommend necessary steps to address identified issues or gaps.
- Oversee the development and implementation of actions and recommendations designed to mitigate compliance risks through:
  - ❑ The promulgation/revision of written compliance and ethics standards, procedures and policies.
  - ❑ Periodic review of the Code of Business Conduct and notice to the Board of Directors of recommendations for any changes to the Code of Business Conduct.
  - ❑ The communication of the Code of Business Conduct and such standard procedures and policies through training and other means, including the creation of training programs for all new employees and ongoing training for all current employees, Officers and Directors.
  - ❑ Auditing and monitoring of the Program Reviewing internal controls and corporate policies and procedures, as applicable.
  - ❑ Establishment and oversight of the Payment Card Industry (PCI) Data Security Standard (DSS) compliance program to ensure the protection of cardholder data as defined by PCI-DSS.
  - ❑ Any other compliance and ethics program mechanism required by applicable law or regulation or consistent with best practice.
- Oversee the development and effectiveness of the Company's Enterprise Risk Management.
  - ❑ Review and consider the risks facing the Company on at least an annual basis to identify the most significant risks and oversee development of appropriate risk mitigation and management plans.
  - ❑ Conduct quarterly reviews of changes in the status of risks, emerging risks and the Company's risk mitigation and management plans.

- ❑ Coordinate with designated risk coordinators or their designees to obtain information and updates regarding specific risks.
  - ❑ Coordinate with Legal Department to ensure appropriate risk factor disclosure in quarterly and annual financial reports that aligns with risks identified by Committee.
  - ❑ Report to leadership team and Audit Committee regarding risk management.
  - ❑ Other business that is appropriate to fulfill its responsibilities and facilitate risk mitigation and management.
- Assist the Board and Senior Executives in seeking to create a culture that promotes compliance with the law and encourages ethical conduct.
- Oversee and publicize a system whereby the employees and agents of the Company and its subsidiaries may report or seek guidance regarding potential or actual illegal or unethical conduct without fear of retaliation.
- Promote policies that:
  - ❑ Provide sufficient authority to the Committee to effectively implement the Program.
  - ❑ Ensure the Program is consistently and effectively administered and is promoted and enforced through appropriate incentives and disciplinary measures.
  - ❑ Ensure the Company devotes sufficient resources to the Program in order for it to be effective.
- Seek continuous improvement of the Program.
- Oversee the identification and assessment of conflicts and potential conflicts of interest.
- Assist the Corporate Compliance Director in creating the reports described under “Reporting,” below.
- Oversee the global coordination of the Program.
- Oversee the review and assessment of the adequacy of this Charter and approve changes to the Charter, as the Committee deems appropriate.

## **Resources**

Each business unit and resource unit shall cooperate with the Committee and each such function shall provide appropriate resources to the Committee as necessary. The Committee shall, upon request, be provided with periodic reports and documents relating to the Program from business units and resource units.

## **Reporting**

The General Counsel and the Corporate Compliance Director shall have authority to communicate personally to the Audit Committee promptly on any matter involving criminal conduct or potential criminal conduct.

The General Counsel shall report, at least annually, to the Chief Executive Officer, Senior Executives and to the Audit Committee on the operation, contents, implementation and effectiveness of the Program. The Report to the Audit Committee shall include any systemic compliance issues and management's plans to address these in a timely fashion, as well as any material ethics failures involving management.

## **Procedures**

The Committee shall meet no less than quarterly and otherwise as needed.

The Committee may establish and operate such sub-committees as it deems appropriate and necessary to fulfill its duties and obligations.