

Convergys Corporation  
Governance and Nominating Committee Charter  
Amended and Restated November 5, 2013

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## A. Purpose

The Corporate Governance and Nominating Committee (the "Committee") is created by the Board of Directors of the Company to:

1. Identify individuals qualified to become Board members.
2. Recommend to the Board director nominees for election at the next annual or special meeting of shareholders at which directors are to be elected.
3. Recommend to the Board director nominees to fill any vacancies that may occur between such meetings, or add new Directors in accordance with the Company's Articles of Incorporation and Code of Regulations.
4. Recommend directors for appointment to Board Committees.
5. Monitor the functions of the Board Committees and conduct evaluations of the Board and its Committees.
6. Review corporate governance matters and recommend to the Board, as appropriate, modifications or additions to the Company's principles, policies and procedures.

## B. Membership

1. The Committee shall consist of at least three members, comprised solely of independent directors meeting the independence requirements of the New York Stock Exchange.
2. The Board shall appoint members to the Committee annually and as vacancies or the addition of new directors occur. Committee members may be removed by the Board.
3. The Board shall designate one Committee member as the Chair of the Committee.

## C. Meetings

1. The Committee will meet as often as necessary to carry out its responsibilities. Meetings of the Committee may be held telephonically.
2. A majority of the members of the Committee shall constitute a quorum at any meeting. All determinations of the Committee shall be made by a majority of its members

present at a meeting duly called and held. Any decision or determination of the Committee reduced to writing and signed by all members of the Committee shall be as effective as if it had been made at a meeting duly called and held.

#### D. Responsibilities and Authority

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee shall be responsible to:

1. Determine (consistent with the Company's Governance Principles) criteria for the selection and qualification of the members of the Board.
2. Evaluate candidates to serve on the Board.
3. Aid in attracting qualified candidates to serve on the Board.
4. Review potential or actual conflicts of interest between a Board member and the Company and recommend to the Board actions to resolve any potential or actual conflict.
5. Establish and administer, on an annual basis, the evaluation processes for the Board and its Committees.
6. Periodically study and review with the Chairman of the Board the scope of the Board's responsibilities, the overall effectiveness of the Board and the conduct of its business.
7. Review potential outside directorships of other public companies by senior officers of the Company. No such directorship shall be accepted without the prior approval of the Committee.
8. Provide oversight of the relations between the Company and its shareholders.
9. Address shareholder proposals, including but not limited to in accordance with the majority vote protocol provision of the Company's Governance Principles.
10. Provide oversight of the relations between the Board and management of the Company.
11. Monitor the succession plan for the CEO, senior officers, and other key positions.
12. Periodically, but at least annually, review and recommend to the Board, as appropriate, changes or additions to the Company's Governance Principles.
13. Make recommendations with respect to orientation and continuing education for directors.

In addition, the Committee shall recommend to the Board for its approval:

14. Nominees to be recommended to shareholders for election to the Board.
15. Nominees to be appointed to fill vacant Board positions.
16. The size and composition of the Board of Directors and of each standing Committee of the Board.
17. The appointment of a Chair and members for each Board committee.
18. The Charter, functions and responsibilities of the standing Committees of the Board.
19. Appropriate changes to improve Board and Committee effectiveness determined as a result of its evaluation process.
20. Retirement policies for non-employee Directors and any policies for Committee rotation.

## E. Procedures

The Committee will have the authority, to the extent that it deems necessary or appropriate, to:

1. Retain a search firm to be used to identify director candidates, including authority to approve the firm's fees and other retention terms; and
2. Retain other advisors.

The Company will provide appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors employed by the Committee.

In addition the Committee will:

3. Make regular reports to the Board;
4. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval; and
5. Annually evaluate its performance.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate, provided that the subcommittees are composed entirely of independent directors meeting the independence requirements of the New York Stock Exchange.