

Audit Committee Charter

Amended and Restated January 25, 2017

Purpose

The Audit Committee of Convergys Corporation (the “Committee”) was established by the Board of Directors for the primary purposes of:

- A. Assisting the Board in overseeing the:
 - Company’s accounting practices,
 - integrity of the Company’s financial statements,
 - Company’s compliance with legal and regulatory requirements,
 - independent registered public accounting firm’s (“independent accountants”) qualifications and independence,
 - performance of the Company’s internal audit function and independent accountants, and
 - the adequacy of the Company’s system of internal controls.
- B. Preparing the annual Committee report to be included in the Company’s proxy statement.

The Committee shall also provide an open avenue of communication among the independent accountants, executive management, financial management, the internal auditing department, and the Board of Directors.

Organization

The Board shall appoint the members of the Committee, which shall consist of three or more independent members of the Board of Directors who meet the requirements of independence for Audit Committee membership as adopted by the Securities and Exchange Commission (“SEC”) and the New York Stock Exchange (“NYSE”).

At all times, at least one member of the Committee must be an “audit committee financial expert” as that term is defined in the applicable laws, regulations or listing standards. In addition, all other members must possess knowledge and experience in financial matters, including the ability to read and understand the Company’s financial statements. No Committee member shall serve on more than three audit committees of public companies simultaneously.

Responsibilities

A. General

In order to discharge its responsibilities, the Committee shall each year establish a schedule of meetings. In planning the annual schedule of meetings, the Committee shall ensure that it meets at least quarterly, and that sufficient opportunities exist for its members to meet in executive session separately at least quarterly with the independent accountants and the Head of Internal Audit, and at least annually with Chief Financial Officer, the General Counsel and the Controller. Additional meetings may be scheduled as needed.

The Committee may ask Management or others to attend meetings and provide pertinent information as necessary. The Committee shall report its actions regularly to the Board and shall

make recommendations as appropriate. On an annual basis, the Committee shall review and reassess the adequacy of this Charter and shall recommend any changes to the Board for approval. The Committee shall perform any other activities consistent with this Charter, the Company's Regulations and governing law, as the Committee or the Board deems necessary or appropriate.

In carrying out its duties, the Committee has the authority to obtain advice and assistance from the General Counsel, outside legal counsel, accounting and other professional advisors, as it deems appropriate to execute fully its duties and responsibilities. The Company shall provide appropriate funding as determined by the Committee for its retention of the independent accountants and other professional advisors that the Committee retains.

The Committee shall prepare minutes for each Committee meeting documenting the Committee's decisions and recommendations and discharge of its responsibilities. A draft of the minutes from each meeting will be circulated to the Committee members and approved at a subsequent Committee meeting. The Committee will regularly report to the Board its actions and decisions.

B. Financial Reporting Process

In fulfilling its responsibility, the Committee will take the following actions:

- a) Review and discuss with management and the independent accountants the financial information to be included in the Company's periodic and current reports, including the disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," their judgment about the quality, not just acceptability, of accounting principles, the reasonableness of significant judgments, the clarity of the disclosures in the financial statements and the adequacy of internal controls.
- b) Review earnings press releases and financial results in advance of release as deemed appropriate by the Committee.
- c) Discuss the results of the annual audit and the quarterly reviews and any other matters required to be communicated to the Committee by the independent accountants under generally accepted auditing standards and applicable law or listing standards.
- d) Review and discuss any report or opinion rendered by the Company's independent accountants or the Company's Principal Executive Officer or Principal Financial Officer in connection with those financial statements (including, but not limited to, the Company's Sarbanes-Oxley Section 404 certification).
- e) Based on such review and discussion, the Committee shall make a determination whether (i) the reviewed financial statements are included in the Company's periodic and current reports; and (ii) to recommend to the Board of Directors that the audited financial statements are included in the Company's annual report and other reports. The Committee shall also receive reports from the Chief Financial Officer, the Head of Internal Audit and the Company's Certification Subcommittee as part of this process.
- f) In consultation with the independent accountants and internal auditors, the Committee shall review the integrity of the Company's internal and external financial reporting processes and management's effectiveness in maintaining such integrity. In performing its review, the Committee will consider whether adequate procedures exist to comply with the regulations of the SEC, the NYSE and applicable law. The Committee shall review and consider the independent accountants' and management's judgments about the quality and appropriateness of the Company's accounting principles and financial disclosure practices and proposed major changes thereto.

C. Systems of Disclosure Controls and Procedures and Internal Controls

The Committee assists the Board in overseeing the systems of disclosure controls and procedures and internal controls established by management and the Board, particularly with respect to maintenance of adequate controls related to financial reporting, audit, accounting, compliance with applicable laws and regulations, and ethics. The Committee shall review their adequacy and effectiveness with the independent accountants, the General Counsel, the Head of Internal Audit, and other Company financial and accounting personnel, as applicable. In so doing, the Committee shall review recommendations for the improvement of disclosure and internal control procedures and Management's responses to the recommendations.

The Committee shall discuss with management, the General Counsel, the Head of Internal Audit, and the independent accountants the guidelines and policies to govern the process by which risk assessment and risk management are undertaken. The Committee shall discuss the Company's major financial risk exposures and the steps that management has taken to monitor and control such exposures. From time to time, it shall review and approve any changes it deems appropriate to the Corporate Compliance and Risk Committee Charter.

The Committee shall review management's actions to establish and maintain processes to assure that internal control systems are considered in the Company's planning process, including acquisition and integration of new businesses and companies and the development and implementation of new computer systems.

The Chief Financial Officer, General Counsel and/or Head of Internal Audit (depending upon which party handled the matter) shall review with the Committee any fraud, whether or not material, that involves an officer of the Company or other employees who have a significant role in the Company's internal controls.

The Committee shall review annually the Company's Financial Code of Ethics for the Chief Executive Officer and Senior Financial Officers, and will review and determine a recommendation for the Board as to any required amendments, or regarding whether a waiver to the Code should be granted.

D. Audit Processes

The Committee is directly responsible for the appointment, compensation, retention and oversight of the work of its independent accountants (including resolution of any disagreements between management and the independent accountants regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The independent accountants report directly to the Committee.

The Committee shall review and pre-approve both audit and non-audit services to be provided by the independent accountants. The pre-approval of non-audit services may be delegated to one or more designated members of the Committee with any such pre-approval reported to the Committee at its next regularly scheduled meeting. The Committee's pre-approval policy shall be published as required by applicable law or listing standards. The Committee shall also periodically consider whether there should be rotation of the independent accounting firm.

The Committee shall review the performance of the Company's independent accountants annually. The Committee should obtain and review a report by the independent accountants describing their internal control procedures, any material issues raised by their most recent internal quality-control review, or by any inquiry or investigation by governmental or professional authorities within the preceding five years and the response of the independent accountants, and all relationships between the independent accountants and the Company. The Committee shall maintain ongoing communications with the independent accountants to review

whether the accountants maintain their independence and shall ensure appropriate hiring practices are in place, compliant with applicable laws or regulations, regarding employees or former employees of the independent accountants. The Committee shall review with the independent accountants any major unresolved problems encountered during their examinations as well as any restrictions imposed by management on their audit scope.

The Committee shall present its conclusions with respect to the qualifications, performance and independence of the independent accountants annually to the full Board. With respect to the internal audit and corporate compliance functions, the Committee shall annually review their functions and activities. The Committee shall also review and approve the appointment, replacement, reassignment, or dismissal of the Head of Internal Audit.

It shall at least annually review and approve any changes to the Internal Audit Charter and the Internal Audit Plan and review any difficulties encountered in the course of performing the audit function as defined in its Charter and approved audit plan. The Head of Internal Audit has a dual reporting relationship, reporting to the Company's Chief Financial Officer and the Audit Committee.

E. Complaint Procedures

The Committee shall establish and maintain procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

The Committee shall periodically review with management, including the General Counsel and the independent accountants any correspondence with, or other action by, regulators or governmental agencies and any employee complaints or published reports that raise concerns regarding the Company's financial statements, accounting or auditing matters or compliance with the Company's Code of Business Conduct and Financial Code of Ethics. The Committee shall also meet periodically with the General Counsel and other appropriate legal staff of the Company to review material legal affairs of the Company and the Company's compliance with applicable law and listing standards.

F. Performance Evaluation

The performance of the Committee shall be evaluated on an annual basis.