

Convergys Corporation

Compensation and Benefits Committee Charter

July 25, 2013

I. Purpose

The Compensation and Benefits Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) to discharge the Board’s responsibilities relating to compensation of the Company’s directors and executive officers. The Committee has overall responsibility for reviewing and, to the extent contemplated by this Charter, approving the director and executive officer compensation plans, policies and programs of the Company.

II. Organization and Operation

A. Committee Membership. The Committee shall consist of at least three members of the Board, each of whom has been determined by the Board to be “independent” in accordance with applicable rules of the New York Stock Exchange. In addition, no director may serve on the Committee unless he or she (i) is a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (ii) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code. The members of the Committee shall be appointed by the Board upon recommendation of the Governance and Nominating Committee. One member of the Committee shall be appointed as Committee Chairman by the Board. Committee members may be replaced by the Board.

B. Committee Meetings. The Committee shall meet as often as necessary to carry out its responsibilities. Meetings of the Committee may be held telephonically. 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.

C. Delegation. The Committee may form and delegate any of its responsibilities to a subcommittee so long as such subcommittee is comprised solely of one or more members of the Committee. To the extent permitted under applicable law and the Committee deems appropriate, the Committee may delegate its authority to one or more officers, including without limitation the authority to make equity-based awards to eligible individuals other than directors and executive officers.

D. Access to Consultants and Records. In discharging its responsibilities, the Committee is empowered to investigate any matter brought to its attention with access to all books, records, facilities, and personnel of the Company. To assist it in carrying out its responsibilities, the Committee shall have sole authority to retain, oversee, compensate and terminate outside counsel, compensation consultants, or other advisers the Committee may deem appropriate in its sole discretion. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the board, for the payment of reasonable compensation to its legal counsel, compensation consultants, or other advisers. In selecting legal counsel, consultants and other advisers, the Committee shall take into consideration those factors determined by the Committee that affect the independence thereof, including factors identified by the Securities and Exchange Commission and the New York Stock Exchange.

E. Committee Performance Evaluation. The Committee annually shall evaluate its performance based on criteria developed by the Nominating and Corporate Governance Committee.

F. Review of Charter. The Committee periodically shall review and reassess the adequacy of this Charter, and recommend any proposed changes to the Board for approval.

G. Reporting. The Committee shall regularly report to the Board its actions and decisions.

III. Responsibilities.

The Committee shall have the following responsibilities and such others as may be assigned by the Board from time to time:

A. Compensation Principles. The Committee shall establish, review and, when appropriate, make changes to the executive compensation principles of the Company.

B. Performance Goals and Objectives. The Committee shall review and approve periodically, but no less frequently than annually, the Company's goals and objectives relevant to the compensation of the Chief Executive Officer (the "CEO") and the other executive officers and shall evaluate the performance of the executive officers and the CEO in light of those goals and objectives.

C. Compensation Levels.

1. The Committee annually shall review the compensation level (including base salary, annual incentive opportunity and long-term incentive opportunity) of the CEO and make recommendations regarding the CEO's compensation to the non-employee directors of the Company.

2. The Committee annually shall review and approve the compensation level (including base salary, annual incentive opportunity and long-term incentive opportunity) of the other executive officers, including newly hired executive officers or officers promoted to executive officer.

D. Compensation Plans, Agreements and Arrangements. The Committee shall review and make recommendations to the Board with respect to the following plans, agreements and arrangements applicable to the CEO and shall review and approve such plans, agreements and arrangements applicable to the other executive officers:

1. Employment agreements, severance arrangements or plans, and change in control arrangements or plans for the executive officers;
2. Cash-based incentive plans and equity-based incentive plans, and where appropriate or required, shall recommend for approval by the Company's shareholders;
3. Benefit plans, including deferred compensation plans, retirement plans and welfare plans applicable to the executive officers; and
4. Perquisite arrangements for the executive officers.

E. Administration. The Committee shall have the authority to administer the following plans and arrangements, subject to the provisions of each such plan or arrangement:

1. Cash-based incentive plans covering the CEO and other executive officers;
2. Equity-based plans covering employees; and
3. Severance arrangements or plans, and change in control arrangements or plans, covering the CEO and other executive officers.

F. Compliance and Oversight. The Committee shall:

1. Establish and monitor compliance with stock ownership guidelines applicable to executive officers;
2. Annually review the risks to the Company from its compensation programs, including any incentive compensation plans;
3. Review and discuss with management the Company's Compensation Discussion and Analysis (the "CD&A") and recommend to the Board whether, based on that review and discussion, the CD&A should be included in the Company's annual proxy statement and

incorporated by reference into the Company's annual report on Form 10-K;

4. Approve the Committee's report required to be included in the Company's annual proxy statement; and

5. Consider the results of shareholder advisory votes regarding named executive officer compensation when evaluating and determining executive compensation and recommend the frequency with which the Company shall conduct future shareholder advisory votes.

G. Director Compensation and Perquisites. The Committee periodically shall review and make recommendations to the Board regarding director compensation, including cash payments, equity awards and other benefits.