



Convergys Compensation and Benefits Committee Charter

February 20, 2006

This Charter is intended as a component of the flexible framework within which the Board, assisted by its committee, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations, and listing requirements, as well as in the context of the Company's Articles of Incorporation and Regulations, it is not intended to establish by its own force any legally binding obligations.

I. Purpose

The Compensation and Benefits Committee (the "Committee") is responsible for: (i) determining appropriate compensation levels for the Company's executive officers; (ii) evaluating officer and director compensation plans, policies, and programs; (iii) reviewing benefits plans for officers and employees; and (iv) producing an annual report on executive compensation for inclusion in the proxy statement.

In discharging its role, the Committee is empowered to investigate any matter brought to its attention with access to all books, records, facilities, and personnel of the Company. The Committee may retain, at company expense, outside counsel, compensation consultants, or other experts with respect to whom it shall have sole authority.

II. 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 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 and continue to be members until their successors are elected and qualified or until their earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by the Board at any time. The Board may appoint a Chairman to convene and chair all sessions of the Committee, set agendas for Committee meetings, and determine the information needs of the Committee. The Company Chairman, President and CEO normally will attend Committee meetings, except when the Committee meets in executive session. The Company Senior Vice President Human Resources and Administration attends the meetings, provides staff support to the Committee, and serves as the Committee Secretary. Consultants may attend meetings as requested by either the Committee and/or the Company Chairman, President and CEO.

III. Committee Meetings

The Committee shall meet on a regularly scheduled basis at least three times per year, or more frequently as circumstances dictate.

Meetings of the Committee may be held telephonically. A majority of the members of the Committee shall constitute a quorum sufficient for the taking of any action by the Committee.

The Committee shall meet at least annually with the CEO and any other corporate officers the Board and Committee deem appropriate to discuss and review the performance criteria and compensation levels of key executives.

IV. Responsibilities

The following responsibilities are set forth as a guide with the understanding that the Committee may diverge as appropriate given the circumstances. The Committee is authorized to carry out these and such other responsibilities assigned by the Board from time to time, and take any actions reasonably related to the mandate of this Charter. The Committee may form and delegate any of its responsibilities to a subcommittee so long as such subcommittee is solely composed of one or more members of the Committee.

To fulfill its purpose, the Committee shall:

1. Establish and review the overall compensation philosophy of the Company;
2. Review and approve corporate goals and objectives relevant to CEO compensation, including annual performance objectives;
3. Evaluate the performance of the CEO against corporate goals and objectives, and, together with the other independent directors, determine the CEO's compensation based on this evaluation;
4. Review and approve the performance of certain senior executives against corporate and sub-unit goals and objectives, and the compensation level based on the evaluation.
5. Periodically review and recommend changes to the Board, when appropriate, in compensation and benefit plans for non-employee directors.
6. Review on a periodic basis the Company's executive compensation and benefit programs and approve or recommend to the Board for approval, as appropriate, changes to such programs as it determines are appropriate;
7. Review and approve, or recommend to the Board for approval, as appropriate, all equity-based compensation plans of the Company (whether or not final approval rests with the Company's shareholders) and grant awards of shares or share options pursuant to such equity-based plans;
8. Monitor compliance by executives and non-employee directors with the rules and guidelines of the Company's equity-based plans and ownership policy;
9. Review and approve executive employment and severance agreements;
10. Review the Company's compliance with Internal Revenue Code Section 162(m) and other applicable laws/rules;
11. Prepare a report to be included in the Company's annual proxy statement, in accordance with applicable rules and regulations of the NYSE, SEC and other applicable regulatory bodies;
12. Conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
13. Review and reassess the adequacy of this Charter annually, and recommend any proposed changes to the Board for approval; and

14. Report regularly to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.