



**Finance Committee Charter  
Convergys Corporation  
Adopted  
February 24, 2004**

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**Purpose**

The Convergys Corporation Board of Directors' Finance Committee (the "Committee") shall assist the Board of Directors (the "Board") in overseeing the Company's finances, financial structure and significant investment activities including mergers, acquisitions and divestitures. The Committee shall initiate and maintain open communication regarding these matters with the Board of Directors and Management.

**Organization**

The Board shall elect all members of the Committee, which shall consist solely of three or more Board Directors who shall serve as Committee members for two or more years with staggered terms and expiration dates. All Committee members shall be free of any relationship that could influence his or her judgment as a Committee member.

At all times, at least one member of the Committee shall have accounting or related financial management expertise. In addition, all other members must possess some knowledge and experience in financial matters.

**Administrative Matters**

The Committee shall meet at least three times each year, or more frequently as circumstances require, and may ask Management or others to attend meetings and provide pertinent information as necessary. It shall report Committee actions 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 revisions or amendments, if necessary.

In carrying out its duties, the Committee has the authority to obtain advice and assistance from outside legal, accounting, or other advisors, as it deems appropriate to execute fully its duties and responsibilities. The Company shall provide appropriate funding as determined by the Committee for compensation to any advisors that the Committee chooses to engage.



## Responsibilities

The Committee shall review all material financial transactions contemplated and/or completed by the Company and make appropriate recommendations to the Board, including those transactions related to the Company's financial and capital structure. In particular, the Committee shall:

- Review and recommend the capital structure of the Company, short-term borrowing limits, and the timing and types of financing proposed by Management.
- Review and recommend material Company investments that fall outside of normal company practices and/or policies, with particular emphasis on investments that derive their value from other assets and that are commonly referred to as "derivatives."
- Review and recommend proposed debt or equity financing, including the final terms and conditions of such financing, with particular emphasis on the use of non-traditional financing vehicles such as derivatives of financial instruments and asset securitizations. In addition, the Committee shall review and recommend hedging policies, material proposed hedging transactions and similar transactions designed to minimize or control risk to Company income results, including interest rate and foreign exchange risk. The Committee shall also review all proposed issuance of Company stock.
- Review and recommend the Company's dividend and stock repurchase policies.
- Review the business and financing implications of the company's plans for potential material acquisitions and divestitures and make recommendations to the Board in relation to financing specific acquisition and divestiture proposals. The Committee shall also review material guarantees by the Company related to any subsidiary obligation.
- On a regular basis, review the Company's welfare, benefit and pension plans, including proposed plans and revisions to existing plans, the plans' investment portfolios and plan managers' performance, and plan funding and liabilities.
- Assure that benefit plans issuing or dealing with Company equity are coordinated and compatible with timing and types of financing considered and implemented for the Company as a whole, and recommend proposed changes to the Board for approval.