



Convergys Corporation


CVG NYSE

IT Services / Consulting

Market Capitalization USD:

\$1,148.69 mm

CONCERN LEVEL: AVERAGE

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration. 
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Jeffrey H. Fox

Age: 49

CEO Since: 2010

	2009	2010	2011
Base Salary	\$777,780	\$300,000	\$300,000
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$0	\$0	\$0
Benefits and Perquisites	\$28,431	\$0	\$0
TOTAL ANNUAL COMPENSATION	\$806,211	\$300,000	\$300,000
Increase in Post-Retirement Benefits	\$593,860	\$0	\$0
Stock Option Awards	\$0	\$1,149,000	\$867,338
Stock Awards	\$1,835,000	\$2,332,725	\$3,829,333
TOTAL COMPENSATION	\$3,235,071	\$3,781,725	\$4,996,671
Median of Other Named Executive Officers Total Compensation	\$1,113,597	\$2,024,433	\$1,719,349
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$411,594	\$2,463,282	\$2,500,918
TOTAL REALIZED EQUITY COMPENSATION	\$411,594	\$2,463,282	\$2,500,918

Proxy Date: 16 Mar 2012

Annual Meeting Date: 26 Apr 2012

Equity Reserves: 14.57%

Stock Option Run Rate: 0.29%

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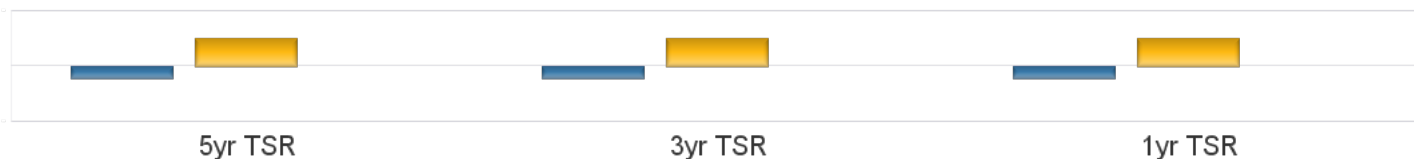
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Performance Comparison

■ vs S&P500 ■ vs Industry ■ CVG



Peer Comparisons (TRBC) =IT Services / Consulting

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
CVG	Convergys Corporation	\$3,235,071	\$3,781,725	\$4,996,671	\$1,148,687,237
MDRX	Allscripts Healthcare Solutions, Inc.	\$1,063,745	\$4,072,270		\$3,387,130,092
IT	Gartner, Inc.	\$7,312,886	\$8,178,344		\$3,365,942,936
IACI	IAC/InterActiveCorp	\$3,241,885	\$3,722,470		\$3,360,324,341
TSS	Total System Services, Inc.	\$4,038,473	\$5,774,168		\$3,261,778,969
QSII	Quality Systems, Inc.	\$388,355	\$529,688		\$2,841,749,830
NCR	NCR Corporation	\$6,955,919	\$12,170,898	\$11,705,543	\$2,656,797,000

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Acxiom Corp., DST Systems Inc., Alliance Data Systems Corp., Sykes Enterprises Inc., CA, Inc., TeleTech Holdings Inc., CDI Corp., Unisys Corp., Cognizant Technology Solutions Corp., West Corporation.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Joseph E. Gibbs	Member	62	Male	12	Outside Related
Philip A. Odeen	Member	76	Male	12	Outside Related
Ronald L. Nelson	Member	59	Male	4	Outside

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