

CONVERGYS CORP
Form PRE 14A
February 13, 2009
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- | | | | |
|-------------------------------------|---|--------------------------|--|
| <input checked="" type="checkbox"/> | Preliminary Proxy Statement | <input type="checkbox"/> | Confidential, for Use of the Commission Only (as permitted by |
| <input type="checkbox"/> | Definitive Proxy Statement | <input type="checkbox"/> | Rule 14a-6(e)(2)) |
| <input type="checkbox"/> | Definitive Additional Materials | | |
| <input type="checkbox"/> | Soliciting Material Pursuant to §240.14a-12 | | |

Convergys Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

Edgar Filing: CONVERGYS CORP - Form PRE 14A

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Table of Contents

**NOTICE OF ANNUAL MEETING
AND PROXY STATEMENT**

CONVERGYS CORPORATION

Dear Shareholder:

We invite you to attend the annual meeting of shareholders on Tuesday, April 21, 2009, at the Company's headquarters located at the Atrium One Building, Fifth Floor, 201 East Fourth Street, Cincinnati, Ohio 45202. The meeting will begin at 11:30 a.m., Eastern Daylight Savings Time. At the meeting, you will hear a report on our business and have a chance to meet the directors and executive officers of the Company.

This booklet includes the formal notice of the annual meeting and the proxy statement. The proxy statement tells you about the agenda, procedures and rules of conduct for the meeting. It also describes how the Board operates, gives personal information about the directors and director nominees and provides information about the other items of business that will be conducted at the meeting.

The Securities and Exchange Commission requires the Company to furnish proxy materials to its shareholders via the Internet. We believe based upon our successful experience from last year that this process will provide our shareholders with the information they need, while significantly lowering the costs of delivery and reducing the environmental impact of our annual meeting. You may also request a printed copy.

Even if you only own a few shares of Convergys Corporation common stock, we want your shares to be represented at the meeting. You can vote your shares on the Internet, by toll-free telephone call or proxy card.

To attend the meeting in person, please follow the instructions in this Proxy Statement. If you are not able to attend, you may listen to a live audio cast of the annual meeting on the Internet. Instructions for listening to this audio cast will be available at our Internet site, <http://investor.shareholder.com/convergys/events.cfm>, approximately one week before the annual meeting.

Sincerely,

Philip A. Odeen
Non-Executive Chairman of the Board

David F. Dougherty
Chief Executive Officer

March 9, 2009

Table of Contents

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

OF

CONVERGYS CORPORATION

201 East Fourth Street

Cincinnati, Ohio 45202

Time:

Doors open: 10:30 a.m. Eastern Daylight Savings Time
Meeting begins: 11:30 a.m. Eastern Daylight Savings Time

Date:

Tuesday, April 21, 2009

Place:

Atrium One Building

201 East Fourth Street

Fifth Floor

Cincinnati, Ohio 45202

Purpose:

Elect five directors

Ratify the appointment of the independent registered public accounting firm

Approve the amendment to the Company's Code of Regulations to adopt a Majority Vote for Directors provision

Consider two shareholder proposals if properly presented at the annual meeting

Conduct other business if properly brought before the meeting

Convergys Corporation shareholders of record on March 4, 2009 may vote at the meeting.

Your vote is important. Please vote your shares promptly. To vote your shares, use the Internet, call the toll-free telephone number as described in the instructions on your proxy card, or complete, sign, date and return your proxy card.

Karen R. Bowman
Senior Vice President, General Counsel and

March 9, 2009

Table of Contents

Table of Contents

	Page
<u>General Information</u>	1
<u>Corporate Governance</u>	4
<u>Code of Ethics and Corporate Governance Principles</u>	5
<u>Board of Directors and Committees</u>	5
<u>Election of Directors</u>	8
<u>Share Ownership</u>	13
<u>Compensation and Benefits Committee Report</u>	16
<u>Compensation Discussion and Analysis</u>	17
<u>Summary Compensation Table</u>	27
<u>Grants of Plan-Based Awards</u>	29
<u>Outstanding Equity Awards at Fiscal Year-End</u>	30
<u>Option Exercises and Stock Vested</u>	31
<u>Pension Benefits</u>	32
<u>Non-qualified Deferred Compensation</u>	33
<u>Change in Control and Severance Arrangements Table</u>	34
<u>Equity Compensation Plan Information</u>	38
<u>Director Compensation</u>	39
<u>Audit Committee Report</u>	40
<u>Ratification of Registered Independent Public Accounting Firm</u>	41
<u>Approval of Amendment to the Company's Code of Regulations to Adopt a Provision for a Majority Vote for Directors</u>	42
<u>Shareholder Proposal No. 1</u>	43
<u>Board of Directors' Response to Shareholder Proposal No. 1</u>	44
<u>Shareholder Proposal No. 2</u>	44
<u>Board of Directors' Response to Shareholder Proposal No. 2</u>	45
<u>Shareholder Proposals</u>	47
<u>Additional Information</u>	47
<u>Form 10-K and Corporate Governance Documents Available</u>	47

Table of Contents

GENERAL INFORMATION

Who May Vote. Persons who were shareholders of Convergys Corporation (Convergys or the Company) as of the record date, March 4, 2009, may vote at the meeting.

Notice Regarding the Internet Availability of Proxy Materials. In accordance with the rule adopted by the Securities and Exchange Commission (the SEC), instead of mailing a printed copy of our proxy materials to each shareholder, we are furnishing the proxy materials, including this Proxy Statement and the 2008 Annual Report to Shareholders, by providing access to them on the Internet. Shareholders will not receive printed copies of the proxy materials unless they request them. Instead, a notice is mailed to each of our shareholders of record with instructions on how to access and review the proxy materials on the Internet, as well as how to request printed copies.

These materials include our:

Proxy Statement for the Annual Meeting to be held on April 21, 2009; and

2008 Annual Report to Shareholders, which includes our audited consolidated financial statements.

Shareholder of Record or Beneficial Owner. If your shares are registered directly in your name with the Company's transfer agent, you are considered the shareholder of record of those shares. The Company will send the notice for access directly to all shareholders of record. If however your shares are held in a stock brokerage account or by a bank, your broker or bank is considered the shareholder of record and you are considered the beneficial owner of those shares. In this case, the broker or bank is responsible for forwarding the notice to you and providing instructions on voting.

How to Vote. You may vote by proxy or in person at the meeting. We suggest that you vote by proxy even if you plan to attend the meeting. If you are the shareholder of record, you can vote by proxy in one of three ways:

Via Internet: Go to www.investorvote.com and follow the instructions. The numbers you will need to cast your vote are identified in the purple bar located on your proxy card. Your vote control number is a six digit number identified in a black circle, your account number is underlined and your pin number is a five digit number in the black box.

By telephone: Call toll-free 1-(800)-652-8683 and follow the instructions. The numbers you will need are identified in the purple bar located on your proxy card. Your vote control number is a six digit number identified in a black circle, your account number is underlined and your pin number is a five digit number in the black box.

In writing: Complete, sign, date and return your proxy card in the enclosed envelope.

If you are a beneficial owner of your shares, please follow the instructions provided by your broker or bank.

How Proxies Work. Convergys Board of Directors is asking for your proxy. Giving the Board your proxy means that you authorize the individuals designated as proxies to vote your shares at the annual meeting in the manner you direct. You may vote for all, some, or none of the director nominees. You may also vote For or Against or abstain from voting on the other proposals.

Your proxy card covers all shares registered in your name. If you own shares in the Convergys Corporation Retirement and Savings Plan or the Convergys Corporation Employee Stock Purchase Plan, your proxy card includes those shares too. The trustee of each Plan will vote your plan shares as directed by you. The trustee of each Plan will vote Plan shares for which it receives no direction, in the proportion to the directions for which it has received voting instructions.

If you give the Board your signed proxy but do not specify how to vote, the individuals named as proxies will vote your shares:

FOR all the director nominees;

1

Table of Contents

FOR the Audit Committee's proposal to ratify the appointment of the independent registered public accounting firm;

FOR the amendment to the Company's Code of Regulations to adopt a Majority Vote for Directors provision;

AGAINST the shareholder proposals; and

In accordance with their judgment, upon such other matters if they are properly brought before the meeting.

If you hold shares through someone else, such as a broker or bank, you should receive materials from that broker or bank asking how you want to vote your shares. Review the voting form used by that firm to see if it offers Internet or telephone voting, and follow the voting instructions on that form.

Revoking a Proxy. You may revoke your proxy before the annual meeting by:

sending written notice to our Corporate Secretary which must be received prior to the annual meeting;

submitting a later-dated proxy, which we must receive prior to the annual meeting;

casting a new vote through the Internet or by telephone before 11:59 p.m. Eastern Time, on April 20, 2009; or

attending the annual meeting and revoking your proxy in person if you are the shareholder of record of your shares.

If your shares are held in the name of your broker or bank and you wish to revoke your proxy in person at the meeting, you must bring an account statement or letter from the broker or bank indicating that you were the beneficial owner of the shares on the record date.

Tabulation of Voting. Independent inspectors of election tabulate the votes on all of the proposals.

Quorum. In order to carry on the business of the annual meeting, there must be a quorum. This means that at least a majority of the outstanding shares eligible to vote must be represented at the meeting, either by proxy or in person.

Votes Needed.

Proposal 1 Election of Directors. Under Ohio law, the nominees receiving the greatest number of votes will be elected as directors. Shares as to which the authority to vote is withheld and broker non-votes are not counted toward the election of directors or toward the election of the individual nominees specified on the Proxy.

The Company currently maintains a Majority Vote for Directors policy as part of its Corporate Governance Principles. With regard to the election of directors, any director who receives a greater number of Withheld votes than votes For in an uncontested election, must promptly tender an offer of resignation. The Governance and Nominating Committee will consider the resignation offer, and then make a recommendation to the Board whether to accept or reject it.

Proposal 2 Ratification of Selection of Ernst & Young. Ratification by shareholders of the selection of auditors requires the affirmative vote of the majority of shares participating in the voting. Accordingly, abstentions will have no effect on this proposal.

Proposal 3 Approval of the Amendment to the Company's Code of Regulations to adopt a Majority Vote for Directors. Since the amendment has been recommended by the affirmative vote of two-thirds of the whole authorized number of directors, approval by shareholders of the amendment to the Company's Code of Regulations requires the affirmative vote of the holders of a majority of the outstanding voting power of

the Company. Broker non-votes and abstentions will have the effect of a vote against Proposal 3.

Table of Contents

Proposal 4 and 5 Shareholder Proposals. The affirmative vote of a majority of shares participating in the voting on a shareholder proposal is required for it to pass. Abstentions and broker non-votes will have no effect on these proposals.

The shareholder proposals are non-binding and therefore can pass at a vote level significantly less than what would be required to actually approve the proposal if it were binding.

Attending in Person. Shareholders of record as of March 4, 2009 may attend the meeting. For shareholders of record, an admission ticket is attached to your proxy card. You will need the ticket and a photo ID to enter the meeting.

If your shares are held in the name of your broker, bank, or other nominee, you must bring to the meeting an account statement or letter from your broker, bank or other nominee indicating that you beneficially owned the shares on March 4, 2009, the record date for voting. A photo ID will also be required to enter the meeting.

Conduct of the Meeting. The chairman of the meeting has broad authority to conduct the annual meeting in an orderly manner. This authority includes establishing rules for all activities during the meeting and in the question and answer session which follows the meeting. In light of the need to conclude the meeting within a reasonable period of time, there are time limits for speaking and there is no assurance that every shareholder who wishes to speak will be able to do so. For safety and security reasons, cameras and other recording devices are not allowed in the meeting. Copies of the rules will be available at the meeting.

Contact Information. If you as a shareholder have questions, need more information about the annual meeting, or would like printed copies of the materials mentioned above, please write to:

Corporate Secretary

Convergys Corporation

201 East Fourth Street

P. O. Box 1638

Cincinnati, Ohio 45201

or

call the Corporate Secretary's office at (513) 723-2442.

For information about shares registered in your name, call Computershare toll free at 1-(888)-294-8217 or access your account via the Internet at www.computershare.com.

Table of Contents

CORPORATE GOVERNANCE

Board Meetings and Executive Sessions. The Board held 14 meetings in 2008, and there were seven sessions where the directors met without management (Executive Session). Each of the Board s committees also meets in Executive Session, generally at the end of each of their committee meetings. The Company encourages all of its directors to attend the annual meeting of shareholders. All directors attended the 2008 annual meeting. Each director attended at least 75% of the total number of meetings of the Board and committees of which he or she was a member.

Presiding Director. The Board appoints a director to act as the principal communicator between the Board and the Chief Executive Officer (CEO) as well as to lead the Board s Executive Sessions (the Presiding Director). Philip A. Odeen served as the Non-Executive Chairman of the Board and as the Presiding Director during 2008.

Governance Principles. The Board has adopted Governance Principles, which contain information about the structure and functioning of the Board. These principles are available on the Company s website, www.convergys.com/corporategovernance.html.

Shareholder Communications. Shareholders may communicate with the Board by written correspondence addressed to:

Philip A. Odeen

Non-Executive Chairman of the Board

Convergys Corporation

201 East Fourth Street

P. O. Box 1638

Cincinnati, OH 45201-1638

Shareholders and other interested parties who wish to communicate with Convergys non-management directors, may address the correspondence to:

Convergys Corporation

Attention: Director s Name

201 East Fourth Street

P. O. Box 1895

Cincinnati, OH 45201-1895

Review and Approval of Transactions with Related Parties. The Company has a policy for the review of transactions involving the Company and related parties (directors and executive officers or their immediate family members, or shareholders owning five percent or greater of the Company s outstanding stock). Related party transactions must be reviewed by the Audit Committee which will approve the transaction only if it determines that it is in the best interests of the Company. Shareholders who own in excess of five percent of the Company s outstanding stock may not be subject to determinations made by the Audit Committee.

Compensation and Benefits Committee Interlocks and Insider Participation. No member of the Compensation and Benefits Committee is an employee of the Company, is or formerly was an officer of the Company, or had any relationship requiring disclosure by the Company under Item 404 of Regulation S-K. No member of the Board of Directors is an executive officer of another company of which an executive officer of the Company serves as a director.

Table of Contents

CODE OF ETHICS AND CORPORATE GOVERNANCE PRINCIPLES

In accordance with applicable NYSE Listing Standards and SEC regulations, the Company has adopted a Code of Business Conduct and Ethics (which serves as the Code of Ethics for the directors, officers and employees of the Company), which is available on the Corporate Governance page of the Investor Relations section of our website at www.convergys.com. A copy in printed form is available upon request to our Corporate Secretary. Any waiver of a provision of the Code granted to an executive officer or director may only be made by the Board of Directors or a Committee of the Board authorized to do so, and will be promptly disclosed on the Company's website at www.convergys.com. The Board of Directors has also adopted Corporate Governance Principles. The Corporate Governance Principles can be found under the Investor Relations section of our website at www.convergys.com and are also available in printed form to any shareholder who submits a request to the Corporate Secretary.

BOARD OF DIRECTORS AND COMMITTEES

The Company currently has 13 directors, a number set by the Board in February 2009. The Company's amended Articles of Incorporation require that the board of directors be divided into three classes. There are currently four directors in Class I, five directors in Class II and four directors in Class III. At each annual meeting of shareholders, directors constituting a class are elected for a three year term. This year the five Directors in Class II are up for election (see, Proposal 1 below).

The Company entered into an agreement dated February 4, 2009 (the JANA Agreement), with JANA Partners, LLC (JANA). Pursuant to the JANA Agreement, the Company agreed to increase the size of its Board of Directors to 13 and appoint as directors to fill the two newly created vacancies in Class II and I, Barry S. Rosenstein and Jeffrey H. Fox, respectively. The Company has also agreed in 2009 to increase the size of the Board to 14 and appoint an independent director to Class III to be jointly selected in good faith by, and reasonably acceptable to each of, JANA and the Company. Subject to certain conditions, the Company has agreed to nominate for re-election the persons mentioned above, including the independent nominee.

JANA also has the right to deliver a notice to the Company between November 30, 2009 and January 1, 2010 requesting the Company increase the size of the board to 16 persons, and appoint one person to Class I and the other to Class III, both to be jointly selected in good faith by, and reasonably acceptable to each of, JANA and the Governance and Nominating Committee. The JANA Agreement contains certain commitments and standstill provisions from JANA to the Company. The summary above does not detail all of the provisions set forth in the JANA Agreement. A complete summary as well as the full text of the JANA Agreement are contained in the Company's Form 8-K filed with the SEC on February 5, 2009.

The Company has five standing board committees: the Audit Committee, the Compensation and Benefits Committee, the Executive Committee, the Finance Committee, and the Governance and Nominating Committee. Each of these committees, except the Executive Committee, has a written charter approved by the Board of Directors. The charters for the Committees can be found under the Investor Relations section of our website at www.convergys.com and are also available in printed form to any shareholder who submits a request to the Corporate Secretary. With the exception of Mr. Dougherty's appointment on the Executive Committee, the members of each of the Committees meet the requirements of independence for directors as adopted by the NYSE and the SEC. Members of the Compensation and Benefits Committee are also non-employee directors within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934 and outside directors within the meaning of Section 162(m) of the Internal Revenue Code (Code).

Table of Contents

Set forth below is the current membership of each standing committee of the Board with the number of meetings held during 2008, in parentheses:

Audit	Compensation and Benefits Committee (5)	Executive Committee (0)	Finance Committee (4)	Governance and Nominating Committee (7)
Committee (13)	Mr. Whitwam (Chair)	Mr. Odeen (Chair)	Mr. Barrett (Chair)	Mr. Dillion (Chair)
Mr. Wallman (Chair)	Mr. Dillion	Mr. Barrett	Ms. Baird	Mr. Odeen
Ms. Baird	Mr. Gibbs	Mr. Dillion	Mr. Gibbs	Mr. Whitwam
Mr. Brittain	Mr. Odeen	Mr. Dougherty	Mr. Wallman	
Mr. Monahan		Mr. Wallman	Mr. Rosenstein	
Mr. Nelson		Mr. Whitwam		
Mr. Fox				

Audit Committee

The Audit Committee's primary purposes are to assist the Board in overseeing the:

preparation of the Company's financial statements and ensuring their integrity;

Company's compliance with legal and regulatory requirements;

independent accountants' qualifications and independence;

performance of the Company's internal audit function and the independent accountants; and

Company's system of disclosure controls and system of internal controls regarding finance, accounting, legal compliance and ethics that management and the Board have established.

The Audit Committee is directly responsible for the appointment of the independent registered public accounting firm. Both the internal auditors and the independent accountants periodically meet alone with the Audit Committee and have unrestricted access to the Audit Committee. The Board and the Audit Committee have designated Mr. Wallman as a financial expert. Further, each member of the Audit Committee is deemed financially literate, as that term is defined by the NYSE.

Compensation and Benefits Committee

The Compensation and Benefits Committee's primary roles are to:

oversee the Company's executive compensation plans and programs and review and recommend changes to these plans and programs to keep management's and shareholder's interests aligned;

review and evaluate the performance of the CEO against corporate goals and objectives;

Edgar Filing: CONVERGYS CORP - Form PRE 14A

review and recommend for the full Board's approval the compensation of the CEO;

review the performance of the Company's other executive officers and approve their compensation; and

review and discuss with management the Compensation Discussion and Analysis included in the proxy statement.

Executive Committee

The Executive Committee has authority to act on behalf of the Board of Directors on most matters during the period between regular Board meetings.

Finance Committee

The Finance Committee primary roles are to:

review the capital structure of the Company;

review and recommend to the Board short-term borrowing limits and proposed financings;

Table of Contents

review and recommend to the Board significant mergers, acquisitions and divestitures;

review pension plan funding; and

review the performance of the pension plan's investment portfolio and manager.

Governance and Nominating Committee

The Governance and Nominating Committee is responsible for:

evaluating and recommending director nominees;

monitoring the functions of Board committees and conducting evaluations of the Board and its committees;

reviewing and responding to shareholder proposals and concerns; and

reviewing corporate governance and recommending to the Board principles, policies and procedures for dealing with corporate governance.

Director Independence. The Board of Directors annually reviews the independence of each of the directors. Based on the information supplied by each director, the Board has determined that, with the exception of Mr. Dougherty, all of the directors qualify as being independent pursuant to the rules and listing standards of the New York Stock Exchange (NYSE). All of the members of the Board's Audit Committee, Compensation and Benefits Committee and Governance and Nominating Committee are independent directors. None of the directors has any material relationship other than being a director and/or shareholder of the Company, including any relationship prohibited by the rules of the NYSE.

In making its independence determination, the Board considered the specific relationships described below between directors and companies with which those directors are affiliated.

Certain Relationships and Related Transactions. The Board of Directors reviews and approves transactions between the Company and any related party, regardless of whether the transactions are required to be reported under the Securities Exchange Act of 1934, as amended. For purposes of these guidelines, a related party transaction is any transaction in which the Company was or is to be a participant and in which any related party has a direct or indirect material interest, other than transactions that (i) involve less than \$120,000 when aggregated with all similar transactions, (ii) are available to all employees generally, (iii) involve compensation of executive officers or directors duly authorized by the appropriate Board committee, or (iv) involve reimbursement of expenses in accordance with Company policy.

John F. Barrett is a director and the chief executive officer of each of Western & Southern Financial Group, Inc., and its subsidiary, The Western and Southern Life Insurance Company. Western & Southern Financial Group owns more than five percent of the outstanding common shares of Convergys and also owns Tri-State Ventures, LLC, which is the general partner of an investment fund in which certain assets of the Convergys Corporation Pension Plan are invested. The Board of Directors has determined that Mr. Barrett's relationship with Western and Southern does not disqualify Mr. Barrett from being deemed independent under the rules of the NYSE.

Director Qualifications. Convergys' Governance Principles contain criteria that may be applied in the evaluation of nominees for a position on its Board. These principles are available on the Company's website, www.convergys.com/corporategovernance.html. In general, these criteria include: judgment, experience, skills, accountability and integrity, financial literacy, leadership abilities, industry knowledge, diversity, other Board appointments, and independence.

In determining qualifications for new directors, the Governance and Nominating Committee periodically reviews the Board's succession plan, establishes the experience and attributes needed to fulfill its responsibilities,

Table of Contents

and works with the CEO to identify management's needs for advice and counsel. In determining whether an incumbent director should stand for re-election, the Governance and Nominating Committee considers the above factors as well as that director's attendance at meetings, achievement of satisfactory performance and other matters determined by the Board. Note that one of our directors, our CEO, is not independent.

Director Nomination Process. Suggestions for director nomination for election at the 2010 annual meeting can be brought to the attention of the Board by the Governance and Nominating Committee, individual members of the Board or by shareholders. A shareholder wishing to suggest an individual for nomination should submit the suggestion by certified mail, return receipt requested, to the Governance and Nominating Committee, c/o Corporate Secretary, at the address listed above.

All suggested nominees must be submitted no later than November 16, 2009, and meet (1) the criteria set forth in the Governance Principles adopted by the Board, (2) the standards of independence established by the NYSE and SEC, and (3) other applicable laws, rules and regulations related to service as a director of the Company; as well as agree to accept a nomination for Board candidacy. Nominations of qualified individuals will be screened by the Governance and Nominating Committee. The Governance and Nominating Committee also has the authority to engage the third party services to assist it in identifying and evaluating qualified director candidates.

Proposal No. 1

ELECTION OF DIRECTORS

The Company's amended Articles of Incorporation require that the board of directors be divided into three classes. At each annual meeting of shareholders, directors constituting a class are elected for a three year term. The terms of the Class II Directors expire at the annual meeting of shareholders in 2009. The Board has nominated John F. Barrett, Willard W. Brittain, Jr., David F. Dougherty, Joseph E. Gibbs, and Barry S. Rosenstein, all of whom are incumbent directors for election as directors in Class II to serve until the 2012 annual meeting of shareholders. Personal information on the nominees, as well as each continuing director, is provided below. If a director nominee becomes unavailable before the election, your proxy authorizes the proxies to vote for a replacement nominee if named by the Board.

As part of the Governance Principles, a director's final term is to end at the annual meeting of shareholders following such director's 72nd birthday. Therefore, under the circumstance of reaching such age, a director may not serve his or her entire term. The Board has discretion to waive this principle and has done so as it relates to Mr. Odeen through the term ending in 2010.

Table of Contents

THE BOARD RECOMMENDS THAT YOU VOTE FOR EACH OF THE NOMINEES SET FORTH BELOW FOR CLASS II DIRECTOR:

NOMINEES FOR CLASS II DIRECTORS

(Terms expire in 2012)

John F. Barrett

<i>Age:</i>	59
<i>Director Since:</i>	May 1998
<i>Committees:</i>	Executive Committee, Finance Committee (Chair)
<i>Principal Occupation:</i>	Chairman of the Board of Western & Southern Financial Group, Inc. and The Western and Southern Life Insurance Company since 2002; President and Chief Executive Officer of Western & Southern Financial Group, Inc. since 2000; President and Chief Executive Officer of The Western & Southern Financial Life Insurance Company since 1994
<i>Other Public Company Directorships:</i>	The Fifth Third Bancorp

Willard W. Brittain, Jr.

<i>Age:</i>	61
<i>Director Since:</i>	June 2008
<i>Committees:</i>	Audit Committee
<i>Principal Occupation:</i>	Chairman and Chief Executive Officer of Professional Resources on Demand since March 2003
<i>Prior Positions Held:</i>	Chief Operating Officer of PwC and PwC Consulting
<i>Other Public Company Directorships:</i>	Perini Corporation, Analysts International Corporation and DaVita Inc.

Table of Contents

David F. Dougherty

Age: 52

Director Since: August 2006

Committees: Executive Committee

Principal Occupation: President and Chief Executive Officer of the Company since April 2007

Prior Positions Held: President and Chief Operating Officer (2005-2007); Executive Vice President of Convergys Global Information Management Group (2003-2005); Chief Development Officer of Convergys Corporation (2000-2003); President of Convergys Customer Management Group Inc. (1995-2000)

Other Public Company Directorships: None

Joseph E. Gibbs

Age: 59

Director Since: December 2000

Committees: Compensation and Benefits Committee, Finance Committee

Principal Occupation: Chairman, Gibbs Investments, LLC since 2002

Prior Positions Held: Co-Founder, Vice Chairman, President and Chief Executive Officer of TGC, Inc. (The Golf Channel) (1991-2001)

Other Public Company Directorships: None

Barry S. Rosenstein

Age: 50

Edgar Filing: CONVERGYS CORP - Form PRE 14A

Director Since: February 2009

Committees: Finance Committee

Principal Occupation: Founder and Managing Partner of JANA Partners LLC since 2001

Prior Positions Held: Managing Partner of Sagaponack Partners L.P.; Founder, Genesis Merchant Group's Investment and Merchant Banking Group; Managing Partner, Reatta Partners; Principal, Asher Edelman's Plaza Securities Corporation; Investment Banker, Merrill Lynch

Other Public Company Directorships: Copart, Inc.

10

Table of Contents

CLASS III DIRECTORS

(Terms expire in 2010)

Zoë Baird

Age: 56

Director Since: August 2003

Committees: Audit Committee, Finance Committee

Principal Occupation: President of the Markle Foundation since 1998

Other Public Company Directorships: Chubb Corporation and Boston Properties

Thomas L. Monahan, III

Age: 42

Director Since: February 2008

Committees: Audit Committee

Principal Occupation: Chairman and CEO of The Corporate Executive Board Company since January 2008;
Chief Executive Officer of The Corporate Executive Board Company since 2005

Prior Positions Held: General Manager of the Finance, the Legal & Administration, the Strategy & Innovation, the Information Technology and the Operations Divisions of The Corporate Executive Board Company (2002-2005)

Other Public Company Directorships: The Corporate Executive Board Company

Philip A. Odeen

Age: 73

Director Since: March 2000

Committees: Non-Executive Chairman of the Board, Compensation and Benefits Committee, Governance and Nominating Committee, Executive Committee (Chair)

Principal Occupation: Non-Executive Chairman of The AES Corporation since January 2008

Prior Positions Held: Non-Executive Chairman of Avaya Inc. (July 2006 - October 2007); Non-Executive Chairman of The Reynolds and Reynolds Company (2005-2006); Chief Executive Officer of QinetiQ NA Ops. (2005-2006); Chief Executive Officer of The Reynolds and Reynolds Company (July January 2005)

Other Public Company Directorships: The AES Corporation

Table of Contents

Richard F. Wallman

<i>Age:</i>	57
<i>Director Since:</i>	June 2007
<i>Committees:</i>	Audit Committee (Chair), Finance Committee
<i>Principal Occupation:</i>	Retired Senior Vice President and Chief Financial Officer of Honeywell International, Inc. since July 2003
<i>Prior Positions Held:</i>	Senior Vice President and Chief Financial Officer of Honeywell International, Inc. (March 1995 – July 2003)