

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

CONVERGYS CORPORATION

(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction of
No.)
incorporation or organization)

31-1598292
(I.R.S. Employer Identification

201 East Fourth Street
Cincinnati, Ohio 45202
(513) 723-7000
(Address, including zip code, of registrant's principal executive office)

CONVERGYS CORPORATION DEFERRED COMPENSATION AND OPTION GAIN DEFERRAL PLAN FOR NON-EMPLOYEE DIRECTORS

(Full title of the plan)

William H. Hawkins II
General Counsel and Secretary
201 East Fourth Street
Cincinnati, Ohio 45202
(513) 723-7049
(Name, address including zip code, and telephone number including area code,
of agent for service)

Please send copies of all communications to:

Neil Ganulin, Esq.
Frost Brown Todd LLC
2200 PNC Center
201 East Fifth Street
Cincinnati, Ohio 45202
(513) 651-6800

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price	Amount of registration fee
Common shares, without par value	250,000	\$ 15.83	\$ 3,957,500	\$ 364.09

- (1) Pursuant to Rule 416(a), this registration statement also covers additional common shares to be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated in accordance with Rule 457(c) pursuant to Rule 457(h)(i), based upon the average of the high and low prices per share on the New York Stock Exchange on July 15, 2002 solely for the purpose of calculation of the registration fee.

Pursuant to Rule 416(c), this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

ITEM 1. PLAN INFORMATION.*

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.*

* Information required by Part I of Form S-8 to be contained in the Section 10(a) Prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended, and the Note to Part I of Form S-8.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE.

The following documents have been filed by Convergys Corporation (the "Company") with the Commission (File No. 1-14379) and are incorporated herein by reference:

1. The Company's Annual Report on Form 10-K for the year ended December 31, 2001;
2. The Company's Quarterly Report on Form 10-Q for the period ended March 31, 2002;
3. The Company's Current Reports on Form 8-K filed on January 22, 2002 and May 17, 2002;
4. The description of the Company's common shares from its Registration Statement on Form 8-A filed with the Securities and Exchange Commission on August 6, 1998 and any amendment or report filed thereafter for the purposes of updating such description; and
5. The description of the Company's preferred share purchase rights from its Registration Statement on Form 8-A filed with the Securities and Exchange Commission on December 23, 1998.

The common shares, without par value, are registered under Section 12 of the Securities Exchange Act of 1934.

All documents subsequently filed by the Company pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (the "Subsequently Filed Documents"), prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part of this Registration Statement from the date of filing of such documents.

Any statement contained in this Registration Statement or in a document incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any Subsequently Filed Document modifies or supersedes such statement. Any such modified or superseded statement shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

The Company will provide without charge, upon written or oral request, to each person to whom a copy of this Registration Statement is delivered, a copy of any or all of the documents incorporated by reference herein, not including exhibits to such documents. Requests for such copies should be directed to the Secretary, Convergys Corporation, 201 East Fourth Street, Cincinnati, Ohio 45202, telephone number (513) 723-7000.

ITEM 4. DESCRIPTION OF CAPITAL STOCK.

The common shares, without par value, are registered under Section 12 of the Securities Exchange Act of 1934.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

There are no provisions in the Amended Articles of Incorporation (the "Articles") by which an officer or director may be indemnified against any liability which he or she may incur in his or her capacity as such. However, the Company has indemnification provisions in its Regulations which provide the Company will, to the full extent permitted by Ohio law, indemnify all persons whom it may indemnify under such law.

Reference is made to Section 1701.13(E) of the Ohio Revised Code, which provides for indemnification of directors and officers in certain circumstances.

The Company provides liability insurance for its directors and officers for certain losses arising from certain claims and charges, including claims and charges under the Securities Act of 1933, which may be made against such persons while acting in their capacities as directors and officers of the Company.

The above discussion of the Articles, Regulations and Section 1701.13(E) of the Ohio Revised Code is not intended to be exhaustive and is respectively qualified in its entirety by the Articles, Regulations and such statute.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

The Exhibits filed as part of this Registration Statement are described in the Exhibit Index included in this filing.

ITEM 9. UNDERTAKINGS.

(1) The undersigned registrant hereby undertakes:

(a) To file, during any period in which offers or sales of the securities registered hereunder are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in the registration statement;

provided, however, that the undertakings in clauses

(i) - (ii) hereof will not apply if the information required to be included in a post-effective amendment by those

clauses is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this registration statement.

(b) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(2) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant, pursuant to the provisions of Rule 512(h) of Regulation S-K, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is therefore unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issues.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cincinnati and State of Ohio, on the 18th day of July, 2002.

CONVERGYS CORPORATION

By: /s/ Steven G. Rolls

Steven G. Rolls, Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 18th day of July, 2002 by the following persons in the capacities indicated.

Signature

James F. Orr*

/s/ Steven G. Rolls

Steven G. Rolls

/s/ Michael D. Jones

Michael D. Jones

John F. Barrett*

Gary C. Butler*

David B. Dillon*

Eric C. Fast*

Joseph E. Gibbs*

Roger L. Howe*

Steven C. Mason*

Philip A. Odeen*

Sidney A. Ribeau*

James M. Zimmerman*

* /s/ William H. Hawkins II

William H. Hawkins II, as attorney-in-fact

Principal Executive Officer:
Chairman, President, Chief Executive Officer and Director

Principal Financial Officer:
Chief Financial Officer

Principal Accounting Officer:
Vice President and Controller

Director

EXHIBIT INDEX

Exhibit	Description	Page
3.1*	Amended Articles of Incorporation of the Company are hereby incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-3 (File No. 333-45404) filed on August 10, 2000.	
3.2*	Regulations of the Company are hereby incorporated by reference to Exhibit 3.2 to Pre-Effective Amendment No. 2 to the Company's Registration Statement on Form S-1 (File No. 333-53619) filed on July 17, 1998.	
4.1*	Convergys Corporation Rights Agreement is hereby incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-8 (File No. 333-69633) filed December 23, 1998.	
4.2	Convergys Corporation Deferred Compensation and Option Gain Deferral Plan for Non-Employee Directors.	
5	Opinion of Counsel by Frost Brown Todd LLC.	
23.1	Consent of Frost Brown Todd LLC (included in Exhibit 5).	
23.2	Consent of PricewaterhouseCoopers LLP.	
23.3	Consent of KPMG LLP, Chartered Accountants, Registered Auditor.	
23.4	Consent of Ernst Young, LLP, independent auditors of the Registrant.	
24	Powers of Attorney.	

* Previously filed.

Exhibit 4.2

CONVERGYS CORPORATION

**DEFERRED COMPENSATION AND OPTION GAIN DEFERRAL PLAN
FOR NON-EMPLOYEE DIRECTORS**

(AMENDED AND RESTATED EFFECTIVE FEBRUARY 26, 2002)

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CONVERGYS CORPORATION

**DEFERRED COMPENSATION AND OPTION GAIN DEFERRAL PLAN
FOR NON-EMPLOYEE DIRECTORS**

SECTION 1

NAME AND PURPOSE OF PLAN

1.1 NAME. The plan set forth herein shall be known as the Convergys Corporation Deferred Compensation and Option Gain Deferral Plan for Non-Employee Directors (the "Plan").

1.2 PURPOSE. The purpose of the Plan is to provide deferred compensation for those members of the Board of Directors of Convergys Corporation ("Convergys") who are not employees of Convergys and to encourage ownership of common stock of Convergys by members of its Board of Directors who are not employees of Convergys but who participate in the Convergys Corporation 1998 Long Term Incentive Plan ("LTIP").

1.3 EFFECTIVE DATE. The Plan was originally effective on January 1, 1999 (the "Effective Date"). It is hereby amended and restated effective February 26, 2002.

1.4. PREDECESSOR PLAN. The Plan is intended to assume and discharge all of the obligations of Cincinnati Bell Inc. ("CBI") under CBI's Deferred Compensation Plan for Outside Directors (the "CBI Plan") with respect to those members of the Board of Directors of Convergys who were participating in the CBI Plan immediately prior to the Effective Date.

SECTION 2

GENERAL DEFINITIONS; GENDER AND NUMBER

2.1. GENERAL DEFINITIONS. For purposes of the Plan, the following terms shall have the meanings hereinafter set forth unless the context otherwise requires:

2.1.1 "Account" means the Account established for a Non-Employee Director under Section 4.1.

2.1.2 "Act" shall mean the Securities Act of 1934.

2.1.3. "Board" means the Board of Directors of Convergys.

2.1.4. "Beneficiary" means the person or entity designated by a Participant, on forms furnished and in the manner prescribed by the Committee, to receive any benefit payable

under the Plan after the Participant's death. If a Participant fails to designate a beneficiary or if, for any reason, such designation is not effective, the Participant's "Beneficiary" shall be the Participant's surviving spouse or, if none, the Participant's estate.

2.1.5. "Code" shall mean the Internal Revenue Code of 1986, as amended.

2.1.6. "Convergys Shares" means common shares of Convergys.

2.1.7. "Committee" means the Compensation and Benefits Committee of the Board.

2.1.8. "Credited Service" means active service as a Non-Employee Director, including service as a non-employee member of the CBI Board of Directors prior to the Effective Date. One year of Credited Service shall be given for each twelve full months of Credited Service, whether or not consecutive. A fraction of a year of Credited Service shall be rounded up or down to the nearest whole year.

2.1.9 "Option" shall mean a nonqualified stock option to purchase Convergys Shares granted under the LTIP, as amended.

2.1.10 "Option Price" shall mean the exercise price of an Option granted under the LTIP, as amended.

2.1.11 "Optionee" shall mean such individuals who are participants in and holders of options granted under the LTIP, as amended.

2.1.12. "Other Fee" means any fee for Non-Employee Directors established by the Board for attending Board or committee meetings or for serving as a chair of a Board committee, but shall not include the Retainer or expense reimbursements.

2.1.13. "Other Fee Payment Date" means the date on which any Other Fee is payable to a Non-Employee Director.

2.1.14. "Non-Employee Director" means any member of the Board who is not an employee of Convergys, but shall not include any person serving as Director Emeritus.

2.1.15. "Participant" means a person who has served as a Non-Employee Director on or after the Effective Date, who has elected to defer his Retainer, Other Fees and/or the net proceeds of the exercise of an Option under the LTIP and whose Account has not been fully paid or forfeited, as the case may be.

2.1.16. "Retainer" means the annual fee for Non-Employee Directors established by the Board, but shall not include meeting fees, fees for serving as a chair of a Board committee or expense reimbursements.

2.1.17. "Retainer Payment Date" means the quarterly dates on which the Non-Employee Directors' Retainer is paid.

2.1.18. "Valuation Date" means the last day of each calendar year and the date as of which any payment is to be made under the Plan.

2.2. GENDER AND NUMBER. For purposes of the Plan, words used in any gender shall include all other genders, words used in the singular form shall include the plural form, and words used in the plural form shall include the singular form, as the context may require.

SECTION 3

DEFERRALS

3.1. ELECTION OF DEFERRALS OF RETAINER AND/OR OTHER FEES. Subject to such rules as the Committee may prescribe, a Non-Employee Director may elect to defer up to 100% of the Non-Employee Director's Retainer and/or Other Fees for any calendar year by completing a deferral form and filing such form with the Committee prior to January 1 of such calendar year (or such earlier date as may be prescribed by the Committee). Notwithstanding the foregoing, if a Non-Employee Director first becomes a Non-Employee Director after the first day of a calendar year, such Non-Employee Director may elect to defer up to 100% of the Non-Employee Director's Retainer and/or Other Fees for the remainder of the calendar year by completing and signing a deferral form provided by the Committee and filing such form with the Committee within 30 days of the date on which the Non-Employee Director first becomes a Non-Employee Director. Any election under the preceding sentence shall be effective as of the first Retainer Date or Other Fee Payment Date, as the case may be, after the date the election is filed.

3.2 CHANGING DEFERRALS OF RETAINER AND/OR OTHER FEES. Subject to such rules as the Committee may prescribe, a Non-Employee Director who has elected to defer a portion or all of any Retainer and/or Other Fee may change the amount of the deferral from one permissible amount to another, effective as of any January 1, by completing and signing a new deferral form and filing such form with the Committee prior to such January 1 (or such earlier date as may be prescribed by the Committee).

3.3 ELECTION OF DEFERRALS OF OPTION GAINS. Subject to such rules as the Committee may prescribe, a Non-Employee Director may elect, at the discretion of, and in accordance with rules which may be established by the Committee, to defer delivery of the net proceeds of the exercise of an Option under the LTIP. Such election is irrevocable and must be made at least six months prior to the date that such Option is exercised (or such longer or shorter period as may be determined by the Committee). In the event that the exercise is tendered in the form of Convergys stock, the proceeds of such exercise that consist of an amount equal to the Exercise Price shall be promptly repaid at the date of exercise under the terms of the LTIP.

MAINTENANCE AND VALUATION OF ACCOUNTS

4.1. CASH DEFERRAL ACCOUNTS. There shall be established for each Non-Employee Director who has made an election under Section 3.1 a separate Account, called a Cash Deferral Account, which shall reflect the amount of Retainer and Other Fees he has elected to defer under Section 3.1 and the assumed investment thereof. On each Retainer Payment Date and Other Fee Payment Date after the Effective Date, there shall be credited to each Non-Employee Director's Cash Deferral Account the amount of the Retainer or Other Fee which the Non-Employee Director has elected to defer under Section 3.1. Amounts credited to a Non-Employee Director's Cash Deferral Account under this Section 4.1 shall be assumed to be invested in such types of investments as may be permitted by the Committee pursuant to the Participant's investment election.

4.2. PREDECESSOR PLAN ACCOUNTS. In the case of a Non-Employee Director who was participating in the CBI Plan immediately prior to the Effective Date, the balance then credited to the Non-Employee Director's Account under the CBI Plan shall be transferred to an Account established under this Plan, called a Predecessor Plan Account, as of the Effective Date. From and after such transfer, the Non-Employee director shall cease to have any further rights under the CBI Plan. To the extent that a Non-Employee Director's CBI Plan Account was assumed to have been invested in common shares of CBI ("CBI Shares") immediately prior to the Effective Date, the Non-Employee Director's Predecessor Plan Account in this Plan shall be credited with one Convergys Share and one CBI Share (adjusted in value to reflect the Convergys Shares distributed to CBI's shareholders on the Effective Date) for each CBI Share credited to the Non-Employee Director's CBI Plan Account immediately prior to the Effective Date. Amounts credited to a Non-Employee Director's Predecessor Plan Account under this Section 4.2 shall be assumed to be invested in such types of investments as may be permitted by the Committee pursuant to the Participant's election.

4.3. OPTION GAIN DEFERRAL ACCOUNTS. There shall be established for each Non-Employee Director who has made an election under Section 3.3 a separate Account, called an Option Gain Deferral Account, which shall reflect the amount deferred under Section 3.3 and the assumed investment thereof. Upon an exercise subject to an election under Section 3.3, in the case of an exercise with stock, there shall be credited to the Non-Employee Director's Option Gain Deferral Account an amount equal to the difference between the Option Price per share and the Fair Market Value on the date of exercise, multiplied by the number of Options exercised by the Non-Employee Director and in respect of which the Non-Employee Director shall have made the deferral election. In the case of an exercise using other than stock, there shall be credited to the Non-Employee Director's Option Gain Deferral Account an amount equal to the total shares attributable to the exercise and in respect of which the Non-Employee Director shall have made the deferral election. Amounts credited to a Non-Employee Director's Option Gain Deferral Account under this Section 4.3 shall be assumed to be invested exclusively in Convergys Shares.

4.4 CONVERGYS SHARES. To the extent that a Participant's Account is assumed to be invested in Convergys Shares and has not been paid or forfeited, as the case may be:

4.4.1 Whenever any cash dividends are paid with respect to Convergys Shares, an additional amount shall be credited to the Participant's Account as of the dividend payment date. The additional amount to be credited to each account shall be determined by multiplying the per share cash dividend paid with respect to the Convergys Shares on the dividend payment date by the number of assumed Convergys Shares credited to the Participant's Account on the day preceding the dividend payment date. Such additional amount credited to the Account shall be assumed to be invested in additional Convergys Shares on the day on which such dividends are paid.

4.4.2. If there is any change in Convergys Shares through the declaration of a stock dividend or a stock split or through a recapitalization resulting in a stock split, or a combination or a change in shares, the number of shares assumed to be purchased for each Account shall be appropriately adjusted.

4.4.3. Whenever Convergys Shares are to be valued for purposes of the Plan, the value of each Convergys Share shall be the average of the high and low price per share as reported on the New York Stock Exchange on that date or, if no Convergys Shares were traded on that date, on the next preceding day on which Convergys Shares were traded.

4.4 VALUATION. As of each Valuation Date, each Participant's Account shall be adjusted to reflect all amounts credited to the Account since the preceding Valuation Date, any gains or losses in the value of the Account's assumed investments since the preceding Valuation Date and any payments or forfeitures occurring as of the Valuation Date.

SECTION 5

DISTRIBUTION

5.1 TIMING OF DISTRIBUTIONS. A Participant may elect to receive the amounts credited to the Participant's Accounts in up to ten annual installment payments as of or commencing as of (a) in the case of distributions from the Participant's Cash Deferral and/or Predecessor Plan Accounts, the first business day of the calendar year following the calendar year in which the Participant ceases to be a member of the Board and (b) in the case of distributions from the Participant's Option Gain Deferral Account, the date(s) elected by the Participant. If a Participant fails to make such elections within the time prescribed in Section 5.1.2, the amounts credited to the Participant's Cash Deferral and/or Predecessor Plan Accounts shall be paid to the Participant in one lump sum as of the first business day of the calendar year next following the calendar year in which the Participant ceases to be a member of the Board and the amounts credited to the Participant's Option Gain Deferral Account shall be paid to the Participant in two annual installments with the first installment being made on the first business day of the second calendar year following the calendar year in which the Participant ceases to be a member of the Board.

5.1.1. The amount of each annual installment payable under this Section 5.1 shall be a fraction of the nonforfeitable amount (or, in the case of distributions from the Option Gain Deferral Account, a fraction of the shares) credited to the Participant's Account as of the installment payment date, the numerator of which is 1 and the denominator of which is equal to the total number of installments remaining to be paid (including the installment to be paid on the subject installment payment date).

5.1.2. Any election under this Section 5.1 relating to the timing of payments from the Participant's Cash Deferral and/or Predecessor Plan Accounts must be made in writing at least six months prior to the date on which the Participant ceases to be a member of the Board. Any election under this

Section 5.2 relating to the timing of payments from the Participant's Option Gain Deferral Account must be made at the time of the Participant's election to defer stock option gains.

5.1.3. Notwithstanding any other provision hereof to the contrary, the right to receive payments with respect to that portion of the Participant's Account attributable to amounts credited under Section 4.2 shall be conditioned on the Participant completing at least five years of Credited Service prior to the date on which the Participant ceases to be a member of the Board. To the extent that a Participant has not satisfied such service requirement prior to the date on which the Participant ceases to be a member of the Board (other than by reason of death), the Participant shall not be entitled to receive any payment with respect to that portion of the Participant's Account attributable to amounts credited under Section 4.2 and such portion shall be forfeited as of the date on which the Participant ceases to be a member of the Board.

5.2 DEATH. If a Participant ceases to be a member of the Board by reason of death, or if a Participant dies after ceasing to be a member of the Board but before the amounts credited to the Participant's Accounts have been paid, the amounts credited to the Participant's Accounts shall be paid to the Participant's Beneficiary in one lump sum as of the first business day of the calendar year next following the calendar year in which the Participant's death occurs; provided, however, that if the Participant has elected to have the Participant's Accounts distributed in installments and if the Participant dies after distribution has commenced, the remaining installments shall be paid to the Beneficiary as they become due.

5.3 FORM OF PAYMENT. Payments from a Non-Employee Director's Option Gain Deferral Account shall be paid in the form of Convergys Shares. Payments from a Non-Employee Director's Cash Deferral and Predecessor Plan Accounts shall be made in cash.

5.4 CHANGE IN CONTROL. If a Change in Control of Convergys occurs, the amount credited to each Participant's Account shall be paid to the Participant in one lump sum as of the day next following the date on which such Change in Control occurs. A "Change in Control of Convergys" shall be deemed to have occurred if, on or after the Effective Date, (i) a tender offer shall be made and consummated for the ownership of 30% or more of the outstanding voting securities of Convergys; (ii) Convergys shall be merged or consolidated with another corporation and as a result of such merger or consolidation less than 75% of the outstanding voting securities

of the surviving or resulting corporation shall be owned in the aggregate by the former shareholders of Convergys, other than affiliates (within the meaning of the Securities Exchange Act of 1934 (the "Act")) of any party to such merger or consolidation, as the same shall have existed immediately prior to such merger or consolidation; (iii) Convergys shall sell substantially all of its assets to another corporation which is not a wholly owned subsidiary; (iv) a person, within the meaning of Section 3 (a)(9) or of Section 13(d)(3) (as in effect on the Effective Date) of the Act, shall acquire 20% or more of the outstanding voting securities of Convergys (whether directly, indirectly, beneficially or of record), or a person, within the meaning of Section 3(a)(9) or Section 13(d)(3) (as in effect on the Effective Date) of the Act, controls in any manner the election of a majority of the directors; or (v) within any period of two consecutive years after the Effective Date, individuals who at the beginning of such period constitute the Board cease for any reason to constitute at least a majority thereof, unless the election of each director who was not a director at the beginning of such period has been approved in advance by directors representing at least two-thirds of the directors then in office who were directors at the beginning of the period. For purposes hereof, ownership of voting securities shall take into account and shall include ownership as determined by applying the provisions of Rule 13d-3(d)(1)(i) (as in effect on the Effective Date) pursuant to the Act.

SECTION 6

ADMINISTRATION OF THE PLAN

- 6.1 GENERAL. The general administration of the Plan and the responsibility for carrying out its provisions shall be placed in the Committee.
- 6.2 EXPENSES. Expenses of administering the Plan shall be paid by Convergys.
- 6.3 COMPENSATION OF COMMITTEE. The members of the Committee shall not receive compensation for their services as such, and, except as required by law, no bond or other security need be required of them in such capacity in any jurisdiction.
- 6.4 RULES OF PLAN. Subject to the limitations of the Plan, the Committee may, from time to time, establish rules for the administration of the Plan and the transaction of its business. The Committee may correct errors, however arising, and as far as possible, adjust any benefit payments accordingly. The determination of the Committee as to the interpretation of the provisions of the Plan or any disputed question shall be conclusive upon all interested parties.
- 6.5 AGENTS AND EMPLOYEES. The Committee may authorize one or more agents to execute or deliver any instrument. The Committee may appoint or employ such agents, counsel (including counsel of Convergys), auditors (including auditors of Convergys), physicians, clerical help and actuaries as in the Committee's judgment may seem reasonable or necessary for the proper administration of the Plan.
- 6.6 INDEMNIFICATION. Convergys shall indemnify each member of the Committee for all expenses and liabilities (including reasonable attorney's fees) arising out of the administration

of the Plan. The foregoing right of indemnification shall be in addition to any other rights to which the members of the Committee may be entitled as a matter of law.

SECTION 7

FUNDING OBLIGATION

Convergys shall have no obligation to fund, either by the purchase of Convergys Shares or by any other means, its obligations to Participants hereunder. If, however, Convergys does elect to allocate assets to provide for any such obligation, the assets allocated for such purpose shall be assets of Convergys subject to claims against Convergys, including claims of Convergys' creditors, to the same extent as are other corporate assets, and the Participants shall have no right or claim against the assets so allocated, other than as general creditors of Convergys.

SECTION 8

AMENDMENT AND TERMINATION

The Board may amend or terminate the Plan at any time, provided that no amendment shall be made or act of termination taken which adversely affects the accrued benefits of any Participant without such Participant's consent.

SECTION 9

NON-ALIENATION OF BENEFITS

No Participant or Beneficiary shall alienate, commute, anticipate, assign, pledge, encumber or dispose of the right to receive the payments required to be made by Convergys hereunder, which payments and the right to receive them are expressly declared to be nonassignable and nontransferable.

SECTION 10 MISCELLANEOUS

10.1 DELEGATION. The Committee may delegate to any person or committee certain of its rights and duties hereunder. Any such delegation shall be valid and binding on all persons and the person or committee to whom or which authority is delegated shall have full power to act in all matters so delegated until the authority expires by its terms or is revoked by the Committee, as the case may be.

10.2 APPLICABLE LAW. The Plan shall be governed by applicable federal law and, to the extent not preempted by applicable federal law, the laws of the State of Ohio.

10.3 SEPARABILITY OF PROVISIONS. If any provision of the Plan is held invalid or unenforceable, such invalidity or unenforceability shall not affect any other provisions hereof, and the Plan shall be construed and enforced as if such provisions had not been included.

10.4 HEADINGS. Headings used throughout the Plan are for convenience only and shall not be given legal significance.

10.5 COUNTERPARTS. The Plan may be executed in any number of counterparts, each of which shall be deemed an original. All counterparts shall constitute one and the same instrument, which shall be sufficiently evidenced by any one thereof.

IN WITNESS WHEREOF, Convergys Corporation has caused its name to be subscribed as of the 26th day of February, 2002.

CONVERGYS CORPORATION

By _____

Exhibit 5
FROST BROWN TODD LLC

2200 PNC Center
201 E. Fifth Street
Cincinnati, Ohio 45202-4182
(513) 651-6800
Facsimile (513) 651-6981

(513) 651-6800 www.frostbrowntodd.com July 17, 2002

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Convergys Corporation: Form S-8 Registration Statement Convergys Corporation Deferred Compensation and Option Gain Deferral Plan for Non-Employee Directors

Gentlemen:

We are counsel for Convergys Corporation, an Ohio corporation (the "Company"), which is named as the Registrant in a Registration Statement on Form S-8 that is being filed on or about July 17, 2002 with the Securities and Exchange Commission (the "Commission") for the purpose of registering under the Securities Act of 1933, as amended (the "Act"), 250,000 common shares, without par value (the "Common Shares"), of the Company, which shares are to be distributed pursuant to the Convergys Corporation Deferred Compensation and Option Gain Deferral Plan for Non-Employee Directors (the "Plan").

As counsel for the Company, we have participated in the preparation of the Registration Statement. In addition, we are generally familiar with the records and proceedings of the Company. Furthermore, we have examined and relied on the originals or copies, certified or otherwise identified to our satisfaction, of corporate records or documents of the Company and such representations of officers of the Company as we have deemed appropriate.

With respect to the Common Shares registered pursuant to such Registration Statement as filed and as it may be amended, it is our opinion that the Common Shares, when distributed pursuant to the terms of the Plan, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion letter with the Commission as an Exhibit to the Registration Statement.

Very truly yours,

/s/ Frost Brown Todd
LLC

Frost Brown Todd LLC

OHIO - KENTUCKY - INDIANA - TENNESSEE

Exhibit 23.2

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 12, 2001 except as to the pooling of interest with Geneva Technology, Ltd which is as of June 18, 2001 relating to the financial statements and financial statement schedule of Convergys Corporation, which appears in Convergys Corporation 's Annual Report on Form 10-K for the year ended December 31, 2001.

*/s/ PricewaterhouseCoopers
LLP*

*PricewaterhouseCoopers LLP
Cincinnati, Ohio
July 15, 2002*

Exhibit 23.3

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in the registration statement on Form S-8 of Convergys Corporation of our report dated June 15, 2001 with respect to the consolidated balance sheets of Geneva Technology Limited and subsidiaries as of December 31, 2000 and May 31, 2000, respectively, and the related consolidated profit and loss account and cash flow statement for the year ended May 31, 2000 and the related consolidated profit and loss account, cash flow statement and statement of total recognized gains and losses for the year ended December 31, 2000 which report appears in the December 31, 2001 annual report on Form 10-K of Convergys Corporation, although none of the aforementioned financial statements are separately presented therein.

KPMG LLP

London, England
July 15, 2002

Exhibit 23.4

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Convergys Corporation Deferred Compensation and Option Gain Deferral Plan for Non-Employee Directors of our report dated February 4, 2002, with respect to the consolidated financial statements and schedule of Convergys Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2001, filed with the Securities and Exchange Commission.

/s/ Ernst & Young

LLP

*Cincinnati, Ohio
July 15, 2002*

Exhibit 24
POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, CONVERGYS CORPORATION, an Ohio corporation (hereinafter referred to as the "Company"), proposes shortly to file with the Securities and Exchange Commission under the provisions of the Securities Exchange Act of 1933, as amended, and the Rules and Regulations thereunder, a Registration Statement on Form S-8 for the Company's Deferred Compensation and Option Gain Deferral Plan for Non-Employee Directors, and amendments to Registration Statements on Form S-8 with respect to the Company's 1998 Long Term Incentive Plan, the Company's Executive Deferred Compensation Plan, and the Company's Retirement and Savings Plan, as well as registering additional shares for issuance under such plans with the New York Stock Exchange ("NYSE") pursuant to registration applications filed with the NYSE under its listing rules; and

WHEREAS, the undersigned is a director of the Company;

NOW, THEREFORE, the undersigned hereby constitutes and appoints James F. Orr, Steven G. Rolls and William H. Hawkins II, and each of them singly, his attorneys for him and in his name, place and stead, and in his office and capacity in the Company, to execute and file such registration statements, or amendments thereof, on Form S-8 and listing applications with the NYSE, and thereafter to execute and file any amendments or supplements thereto, hereby giving and granting to said attorneys full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises as fully to all intents and purposes as he might or could do if personally present at the doing thereof, hereby ratifying and confirming all that said attorneys may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 25th day of June, 2002.

/s/ John F. Barrett

John F. Barrett
Director

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, CONVERGYS CORPORATION, an Ohio corporation (hereinafter referred to as the "Company"), proposes shortly to file with the Securities and Exchange Commission under the provisions of the Securities Exchange Act of 1933, as amended, and the Rules and Regulations thereunder, a Registration Statement on Form S-8 for the Company's Deferred Compensation and Option Gain Deferral Plan for Non-Employee Directors, and amendments to Registration Statements on Form S-8 with respect to the Company's 1998 Long Term Incentive Plan, the Company's Executive Deferred Compensation Plan, and the Company's Retirement and Savings Plan, as well as registering additional shares for issuance under such plans with the New York Stock Exchange ("NYSE") pursuant to registration applications filed with the NYSE under its listing rules; and

WHEREAS, the undersigned is a director of the Company;

NOW, THEREFORE, the undersigned hereby constitutes and appoints James F. Orr, Steven G. Rolls and William H. Hawkins II, and each of them singly, his attorneys for him and in his name, place and stead, and in his office and capacity in the Company, to execute and file such registration statements, or amendments thereof, on Form S-8 and listing applications with the NYSE, and thereafter to execute and file any amendments or supplements thereto, hereby giving and granting to said attorneys full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises as fully to all intents and purposes as he might or could do if personally present at the doing thereof, hereby ratifying and confirming all that said attorneys may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 25th day of June, 2002.

/s/ Gary C. Butler

Gary C. Butler
Director

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, CONVERGYS CORPORATION, an Ohio corporation (hereinafter referred to as the "Company"), proposes shortly to file with the Securities and Exchange Commission under the provisions of the Securities Exchange Act of 1933, as amended, and the Rules and Regulations thereunder, a Registration Statement on Form S-8 for the Company's Deferred Compensation and Option Gain Deferral Plan for Non-Employee Directors, and amendments to Registration Statements on Form S-8 with respect to the Company's 1998 Long Term Incentive Plan, the Company's Executive Deferred Compensation Plan, and the Company's Retirement and Savings Plan, as well as registering additional shares for issuance under such plans with the New York Stock Exchange ("NYSE") pursuant to registration applications filed with the NYSE under its listing rules; and

WHEREAS, the undersigned is a director of the Company;

NOW, THEREFORE, the undersigned hereby constitutes and appoints James F. Orr, Steven G. Rolls and William H. Hawkins II, and each of them singly, his attorneys for him and in his name, place and stead, and in his office and capacity in the Company, to execute and file such registration statements, or amendments thereof, on Form S-8 and listing applications with the NYSE, and thereafter to execute and file any amendments or supplements thereto, hereby giving and granting to said attorneys full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises as fully to all intents and purposes as he might or could do if personally present at the doing thereof, hereby ratifying and confirming all that said attorneys may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 25th day of June, 2002.

/s/ David B. Dillon

David B. Dillon
Director

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, CONVERGYS CORPORATION, an Ohio corporation (hereinafter referred to as the "Company"), proposes shortly to file with the Securities and Exchange Commission under the provisions of the Securities Exchange Act of 1933, as amended, and the Rules and Regulations thereunder, a Registration Statement on Form S-8 for the Company's Deferred Compensation and Option Gain Deferral Plan for Non-Employee Directors, and amendments to Registration Statements on Form S-8 with respect to the Company's 1998 Long Term Incentive Plan, the Company's Executive Deferred Compensation Plan, and the Company's Retirement and Savings Plan, as well as registering additional shares for issuance under such plans with the New York Stock Exchange ("NYSE") pursuant to registration applications filed with the NYSE under its listing rules; and

WHEREAS, the undersigned is a director of the Company;

NOW, THEREFORE, the undersigned hereby constitutes and appoints James F. Orr, Steven G. Rolls and William H. Hawkins II, and each of them singly, his attorneys for him and in his name, place and stead, and in his office and capacity in the Company, to execute and file such registration statements, or amendments thereof, on Form S-8 and listing applications with the NYSE, and thereafter to execute and file any amendments or supplements thereto, hereby giving and granting to said attorneys full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises as fully to all intents and purposes as he might or could do if personally present at the doing thereof, hereby ratifying and confirming all that said attorneys may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 25th day of June, 2002.

/s/ Eric C. Fast

Eric C. Fast
Director

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, CONVERGYS CORPORATION, an Ohio corporation (hereinafter referred to as the "Company"), proposes shortly to file with the Securities and Exchange Commission under the provisions of the Securities Exchange Act of 1933, as amended, and the Rules and Regulations thereunder, a Registration Statement on Form S-8 for the Company's Deferred Compensation and Option Gain Deferral Plan for Non-Employee Directors, and amendments to Registration Statements on Form S-8 with respect to the Company's 1998 Long Term Incentive Plan, the Company's Executive Deferred Compensation Plan, and the Company's Retirement and Savings Plan, as well as registering additional shares for issuance under such plans with the New York Stock Exchange ("NYSE") pursuant to registration applications filed with the NYSE under its listing rules; and

WHEREAS, the undersigned is a director of the Company;

NOW, THEREFORE, the undersigned hereby constitutes and appoints James F. Orr, Steven G. Rolls and William H. Hawkins II, and each of them singly, his attorneys for him and in his name, place and stead, and in his office and capacity in the Company, to execute and file such registration statements, or amendments thereof, on Form S-8 and listing applications with the NYSE, and thereafter to execute and file any amendments or supplements thereto, hereby giving and granting to said attorneys full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises as fully to all intents and purposes as he might or could do if personally present at the doing thereof, hereby ratifying and confirming all that said attorneys may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 25th day of June, 2002.

/s/ Joseph E. Gibbs

Joseph E. Gibbs
Director

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, CONVERGYS CORPORATION, an Ohio corporation (hereinafter referred to as the "Company"), proposes shortly to file with the Securities and Exchange Commission under the provisions of the Securities Exchange Act of 1933, as amended, and the Rules and Regulations thereunder, a Registration Statement on Form S-8 for the Company's Deferred Compensation and Option Gain Deferral Plan for Non-Employee Directors, and amendments to Registration Statements on Form S-8 with respect to the Company's 1998 Long Term Incentive Plan, the Company's Executive Deferred Compensation Plan, and the Company's Retirement and Savings Plan, as well as registering additional shares for issuance under such plans with the New York Stock Exchange ("NYSE") pursuant to registration applications filed with the NYSE under its listing rules; and

WHEREAS, the undersigned is a director of the Company;

NOW, THEREFORE, the undersigned hereby constitutes and appoints James F. Orr, Steven G. Rolls and William H. Hawkins II, and each of them singly, his attorneys for him and in his name, place and stead, and in his office and capacity in the Company, to execute and file such registration statements, or amendments thereof, on Form S-8 and listing applications with the NYSE, and thereafter to execute and file any amendments or supplements thereto, hereby giving and granting to said attorneys full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises as fully to all intents and purposes as he might or could do if personally present at the doing thereof, hereby ratifying and confirming all that said attorneys may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 25th day of June, 2002.

/s/ Roger L. Howe

Roger L. Howe
Director

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, CONVERGYS CORPORATION, an Ohio corporation (hereinafter referred to as the "Company"), proposes shortly to file with the Securities and Exchange Commission under the provisions of the Securities Exchange Act of 1933, as amended, and the Rules and Regulations thereunder, a Registration Statement on Form S-8 for the Company's Deferred Compensation and Option Gain Deferral Plan for Non-Employee Directors, and amendments to Registration Statements on Form S-8 with respect to the Company's 1998 Long Term Incentive Plan, the Company's Executive Deferred Compensation Plan, and the Company's Retirement and Savings Plan, as well as registering additional shares for issuance under such plans with the New York Stock Exchange ("NYSE") pursuant to registration applications filed with the NYSE under its listing rules; and

WHEREAS, the undersigned is a director of the Company;

NOW, THEREFORE, the undersigned hereby constitutes and appoints James F. Orr, Steven G. Rolls and William H. Hawkins II, and each of them singly, his attorneys for him and in his name, place and stead, and in his office and capacity in the Company, to execute and file such registration statements, or amendments thereof, on Form S-8 and listing applications with the NYSE, and thereafter to execute and file any amendments or supplements thereto, hereby giving and granting to said attorneys full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises as fully to all intents and purposes as he might or could do if personally present at the doing thereof, hereby ratifying and confirming all that said attorneys may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 25th day of June, 2002.

/s/ Steven C. Mason

Steven C. Mason
Director

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, CONVERGYS CORPORATION, an Ohio corporation (hereinafter referred to as the "Company"), proposes shortly to file with the Securities and Exchange Commission under the provisions of the Securities Exchange Act of 1933, as amended, and the Rules and Regulations thereunder, a Registration Statement on Form S-8 for the Company's Deferred Compensation and Option Gain Deferral Plan for Non-Employee Directors, and amendments to Registration Statements on Form S-8 with respect to the Company's 1998 Long Term Incentive Plan, the Company's Executive Deferred Compensation Plan, and the Company's Retirement and Savings Plan, as well as registering additional shares for issuance under such plans with the New York Stock Exchange ("NYSE") pursuant to registration applications filed with the NYSE under its listing rules; and

WHEREAS, the undersigned is a director of the Company;

NOW, THEREFORE, the undersigned hereby constitutes and appoints James F. Orr, Steven G. Rolls and William H. Hawkins II, and each of them singly, his attorneys for him and in his name, place and stead, and in his office and capacity in the Company, to execute and file such registration statements, or amendments thereof, on Form S-8 and listing applications with the NYSE, and thereafter to execute and file any amendments or supplements thereto, hereby giving and granting to said attorneys full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises as fully to all intents and purposes as he might or could do if personally present at the doing thereof, hereby ratifying and confirming all that said attorneys may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 25th day of June, 2002.

/s/ Philip A. Odeen

Philip A. Odeen
Director

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, CONVERGYS CORPORATION, an Ohio corporation (hereinafter referred to as the "Company"), proposes shortly to file with the Securities and Exchange Commission under the provisions of the Securities Exchange Act of 1933, as amended, and the Rules and Regulations thereunder, a Registration Statement on Form S-8 for the Company's Deferred Compensation and Option Gain Deferral Plan for Non-Employee Directors, and amendments to Registration Statements on Form S-8 with respect to the Company's 1998 Long Term Incentive Plan, the Company's Executive Deferred Compensation Plan, and the Company's Retirement and Savings Plan, as well as registering additional shares for issuance under such plans with the New York Stock Exchange ("NYSE") pursuant to registration applications filed with the NYSE under its listing rules; and

WHEREAS, the undersigned is a director of the Company;

NOW, THEREFORE, the undersigned hereby constitutes and appoints Steven G. Rolls and William H. Hawkins II, and each of them singly, his attorneys for him and in his name, place and stead, and in his office and capacity in the Company, to execute and file such registration statements, or amendments thereof, on Form S-8 and listing applications with the NYSE, and thereafter to execute and file any amendments or supplements thereto, hereby giving and granting to said attorneys full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises as fully to all intents and purposes as he might or could do if personally present at the doing thereof, hereby ratifying and confirming all that said attorneys may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 25th day of June, 2002.

/s/ James F. Orr

James F. Orr
Director

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, CONVERGYS CORPORATION, an Ohio corporation (hereinafter referred to as the "Company"), proposes shortly to file with the Securities and Exchange Commission under the provisions of the Securities Exchange Act of 1933, as amended, and the Rules and Regulations thereunder, a Registration Statement on Form S-8 for the Company's Deferred Compensation and Option Gain Deferral Plan for Non-Employee Directors, and amendments to Registration Statements on Form S-8 with respect to the Company's 1998 Long Term Incentive Plan, the Company's Executive Deferred Compensation Plan, and the Company's Retirement and Savings Plan, as well as registering additional shares for issuance under such plans with the New York Stock Exchange ("NYSE") pursuant to registration applications filed with the NYSE under its listing rules; and

WHEREAS, the undersigned is a director of the Company;

NOW, THEREFORE, the undersigned hereby constitutes and appoints James F. Orr, Steven G. Rolls and William H. Hawkins II, and each of them singly, his attorneys for him and in his name, place and stead, and in his office and capacity in the Company, to execute and file such registration statements, or amendments thereof, on Form S-8 and listing applications with the NYSE, and thereafter to execute and file any amendments or supplements thereto, hereby giving and granting to said attorneys full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises as fully to all intents and purposes as he might or could do if personally present at the doing thereof, hereby ratifying and confirming all that said attorneys may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 25th day of June, 2002.

/s/ Sidney A. Ribeau

Sidney A. Ribeau
Director

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, CONVERGYS CORPORATION, an Ohio corporation (hereinafter referred to as the "Company"), proposes shortly to file with the Securities and Exchange Commission under the provisions of the Securities Exchange Act of 1933, as amended, and the Rules and Regulations thereunder, a Registration Statement on Form S-8 for the Company's Deferred Compensation and Option Gain Deferral Plan for Non-Employee Directors, and amendments to Registration Statements on Form S-8 with respect to the Company's 1998 Long Term Incentive Plan, the Company's Executive Deferred Compensation Plan, and the Company's Retirement and Savings Plan, as well as registering additional shares for issuance under such plans with the New York Stock Exchange ("NYSE") pursuant to registration applications filed with the NYSE under its listing rules; and

WHEREAS, the undersigned is a director of the Company;

NOW, THEREFORE, the undersigned hereby constitutes and appoints James F. Orr, Steven G. Rolls and William H. Hawkins II, and each of them singly, his attorneys for him and in his name, place and stead, and in his office and capacity in the Company, to execute and file such registration statements, or amendments thereof, on Form S-8 and listing applications with the NYSE, and thereafter to execute and file any amendments or supplements thereto, hereby giving and granting to said attorneys full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises as fully to all intents and purposes as he might or could do if personally present at the doing thereof, hereby ratifying and confirming all that said attorneys may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 25th day of June, 2002.

/s/ James M. Zimmerman

James M. Zimmerman
Director

End of Filing