

# CODE OF CONDUCT

# NCR CODE OF CONDUCT

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A MESSAGE FROM  
NCR'S PRESIDENT AND CEO



Dear Colleagues:

It is truly an honor to be a part of NCR's **iNCR**edible family and to help to shape NCR's future. While the world may be a very different place than it was when NCR sold its first cash register more than 134 years ago, our steadfast commitment to delighting our customers while honoring our Shared Values of **integrity, respect and teamwork, customer dedication, performance, innovation, and courage** is one of the key reasons NCR has remained a vibrant, growing company today.

No matter where we live and work in the world, and no matter what we do at NCR, each of us is responsible to protect and build upon our legacy of incorporating our Shared Values into our business dealings. Indeed, our Shared Values and our Code of Conduct form the foundation of how we operate and they apply to all NCR employees, officers and directors. We do not tolerate the behavior of anyone who does not conduct themselves in accordance with these core tenets, and I know that we can count on our **iNCR**edible team members to speak up when they have concerns or questions.

I am excited to build NCR's future with you. And in forging ahead together, we will always maintain our unwavering dedication to ethical business conduct.

Sincerely,

**MICHAEL HAYFORD**

President and CEO  
NCR Corporation



## NCR SHARED VALUES

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NCR's Shared Values are more than just words on a page. They define a framework for how we conduct business at NCR every day. Our Shared Values form the foundation of our business relationships with each other, our customers, partners, and suppliers and they should be used to direct our behavior and guide our decisions as we drive to achieve our business objectives.



### INTEGRITY

We are highly ethical, genuine and trustworthy. We keep our promises, and we always hold ourselves accountable for our work and how it's achieved.



### RESPECT & TEAMWORK

We are respectful collaborators and communicators, treating others in ways we want to be treated. We recognize everyone's contributions and understand we achieve better results as a diverse global team than as individuals.



### CUSTOMER DEDICATION

We genuinely care about the success of our internal and external customers. We partner with them to understand their businesses and develop solutions that deliver the highest levels of quality, service and value.



### PERFORMANCE

We are committed to driving exceptional business results and taking personal pride in everything we do. We have an enthusiasm for learning and growth, and we simply want to be and do our best by becoming better individuals each day.



### INNOVATION

We are constantly curious and creative. We embrace the power of new ideas and unique perspectives, and we courageously put them to work in the real world every day.



### COURAGE

We have the courage to live our values every day; to do what's right even when it's not what's easiest or most popular, and to speak up and be heard. We overcome our fears and embrace change.



# INTRODUCTION/EXPLANATION

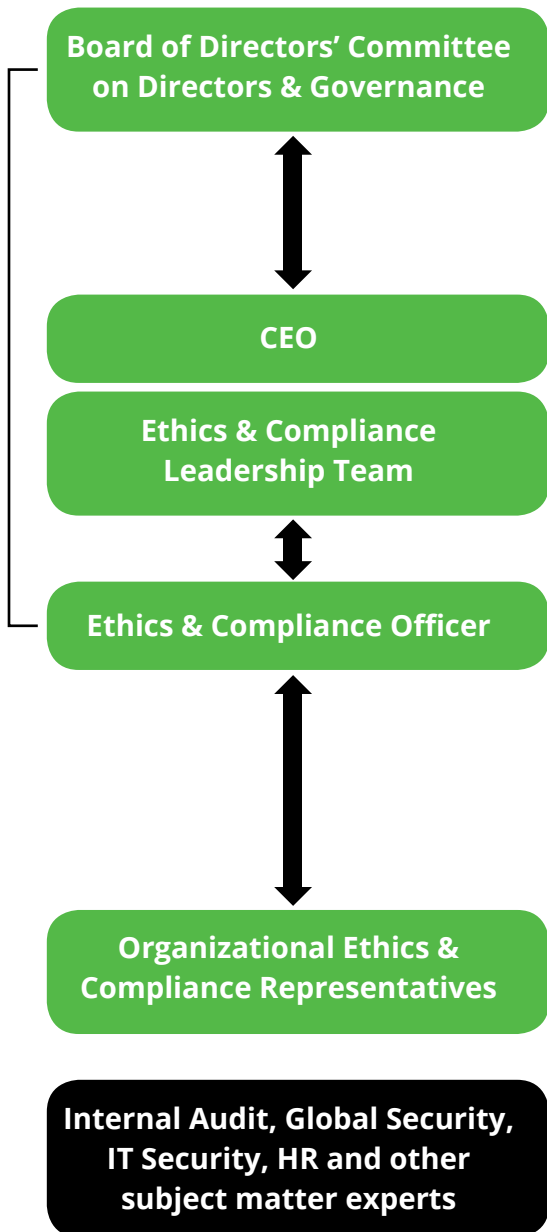
## Purpose of this Code of Conduct

The NCR Code of Conduct (the “Code”) is our guide and point of reference for upholding NCR’s Shared Values. While our principles for business conduct are described in these pages, the Code does not cover every situation that may arise, nor establish every rule. NCR’s corporate policies and procedures, as well as our individual commitment to ethical and legal behavior, must also guide NCR employees.

The Code applies to all employees of NCR Corporation and its affiliates (collectively “NCR”) and to NCR’s board of directors. The Code affirms our commitment to the highest standards of integrity in our relationships with one another and with our customers, suppliers, strategic partners, and shareholders. We expect our suppliers, contractors, representatives and agents to embrace these same values and standards.

## Ethics & Compliance Program

The Code is the cornerstone of NCR’s corporate Ethics & Compliance Program. The Ethics and Compliance Program is the governance structure through which NCR manages its adherence to the Code.



The Board of Directors’ Committee on Directors and Governance provides guidance and direction on the company’s Ethics & Compliance Program and assigns oversight responsibility for NCR’s ethics program to the Ethics & Compliance Leadership Team.

The Ethics & Compliance Leadership Team is comprised of certain senior NCR executive officers. The Ethics & Compliance Officer reports on significant matters to this team, and this team provides guidance to the Ethics & Compliance Officer.

The Ethics & Compliance Officer supports NCR’s efforts to uphold the Code, corporate policies, and applicable law. The Ethics & Compliance Officer also receives reports of alleged wrongdoing; oversees investigations pertaining to fraud, conflicts of interest, violations of laws, and other similar matters; and reports on activities to the board.

Each organization’s Ethics & Compliance Representative is responsible for helping to ensure legal and ethical compliance by everyone within his or her organization.

*Subject matter experts within NCR assist the Ethics & Compliance Officer to investigate allegations of wrongdoing.*

## NCR'S EXPECTATIONS OF ITS EMPLOYEES

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All NCR employees must read, understand and adhere to the Code. No one must ever commit dishonest, destructive, or illegal acts - even if directed to do so by a manager or co-worker. No one may direct others to act improperly, even if doing so appears to be to NCR's advantage. If applicable laws conflict with the provisions of this Code, employees must follow applicable law and contact the Law Department immediately about the conflict. Employees who do not follow the Code will be subject to discipline, up to and including termination. In addition, employees who violate the law may be subject to personal liability.

NCR managers have a special responsibility to show through words and actions their personal commitment to the highest standards of integrity. Managers must:

- Ensure that their team members understand and uphold NCR Shared Values, the Code, and NCR policy, and provide them with coaching and training as appropriate.
- Take reasonable steps to prevent and detect unethical conduct within their areas of responsibility, and report and address suspected unethical conduct, whether within their areas of responsibility or not.
- Consider whether an employee follows our Code before placing that person in a position of responsibility.
- Create an environment that promotes compliance, encourages employees to raise policy questions and concerns, and prohibits retaliation.

NCR understands that employees may sometimes be faced with ethical dilemmas and the best course of action may not always be clear. The following questions can help when employees are not sure what to do.

- What feels wrong about this situation?
- Is this situation against company policy or the law?
- How will our stakeholders be affected?
- How will I be affected?

### **How to Raise Concerns**

If you suspect, observe, or learn of unethical or illegal conduct, or conduct that does not otherwise comply with NCR's Code of Conduct, promptly raise concerns to your manager or to subject matter experts within the organization, such as Human Resources, Global Security, the Law Department or Internal Audit, as soon as your concerns arise.

Employees may also contact the Ethics & Compliance Officer or the NCR AlertLine when they wish to raise potential compliance violations or have questions or concerns about compliance issues within NCR. The NCR AlertLine permits anonymous reporting where permitted by law. The laws in some countries may preclude the reporting of certain types of concerns through the NCR AlertLine, or may discourage or prohibit anonymous reporting. The Law Department, Global Human Resources, Internal Audit, the Corporate Controller's Division, and Global Security will support the efforts of the Ethics & Compliance Officer and Organizational Ethics &



### **Make a Report by Telephone**

Within the United States call **1-888-256-5678.**

Outside the United States call the applicable AT&T USADirect number for your country. Once you have accessed AT&T USADirect, dial **1-888-256-5678.**



### **Make a Web-Based Report**

Click the **AlertLine link** at the top of NCR's Intranet homepage.



### **Make an Email Report**

Send an email to **[complianceoffice.ethics@ncr.com](mailto:complianceoffice.ethics@ncr.com)**.

## HOW TO REPORT A CONCERN TO ETHICS & COMPLIANCE

NCR takes reports of potential violations of the Code, the law or other NCR policy or procedures seriously, including those made anonymously. All matters reported will be investigated and, where warranted, appropriate action will be taken.

***NCR will not tolerate retaliation against persons who make reports in good faith or who cooperates with an investigation. Anyone who attempts to retaliate against an individual who has made a good faith report will be subject to discipline up to and including termination. Individuals who believe they have been subject to retaliation should contact Human Resources or the Law Department.***

***For more information about the Ethics & Compliance Program and Reporting, please see Corporate Management Policy 900: "Ethics & Compliance Process" and Corporate Finance & Accounting Policy 109 "Irregularities."***

### **How to Locate NCR Policies Referred to in this Code of Conduct**

Several important NCR policies are referred to in the Code. The complete text of these policies is easy to find on NCR's intranet. Employees may follow these instructions for accessing corporate policies:

1. From the home page of the NCR Intranet, search for "Corporate Management Policies" or "Corporate Finance & Accounting Policies".
2. Click on "Corporate Management Policies (CMP)" "Corporate Finance & Accounting Policies (CFAP)."
3. Click on the policy you wish to access.

In addition to the resources listed above, employees with questions or concerns about the application of a particular policy may check the policy manual or contact the policy owner.

## WORKPLACE MATTERS

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### **Conflict Resolution**

Throughout the company, NCR provides processes and procedures to help employees and managers resolve conflicts in the workplace. We encourage all employees to seek information about conflict resolution from their managers or from HR Central. Many NCR area and country organizations have dispute resolution processes spelled out in their employee guides or in special booklets provided to each employee.

### **Workplace Violence**

NCR is committed to providing a safe and secure work environment for its employees and visitors. All individuals on NCR premises must treat one another with respect and courtesy. NCR will not tolerate acts or threats of violence. Both employees and visitors to NCR's facilities must report instances of actual or threatened violence on NCR premises.

NCR's Workplace Violence Policy provides guidelines on the appropriate actions if employees and visitors witness actual or threatened acts of violence. Depending upon the nature and severity of the incident, NCR will engage local law enforcement authorities, on-site security guards, community mental health advisors, or Human Resources to take prompt action to remove, discipline, counsel or prosecute any individual on NCR premises who poses a safety risk or commits an act of violence.

NCR prohibits the possession of weapons in the workplace.

***For more information about Workplace Violence at NCR, please see [Corporate Management Policy 708: "Workplace Violence."](#) For additional guidance, please see [Questions and Answers or Your Responsibilities](#).***

### **Human Rights in the Workplace**

NCR respects human rights in the workplace, and it is our policy to comply with applicable labor and employment laws where we operate, including laws related to the payment of minimum wage, overtime compensation, and maximum work day and work week requirements. We do not tolerate unlawful discrimination in any aspect of employment, including employment terms and conditions, recruiting, hiring, compensation, promotion, or termination. Although NCR believes the most effective means of resolving employee concerns is through direct communication, NCR respects and fully complies with all applicable laws concerning the right to engage in collective bargaining, and the right to associate freely with third party organizations.

***For more information about NCR's position on human rights, please see [Corporate Management Policy 927: "Human Rights."](#) For additional guidance, please see [Questions and Answers or Your Responsibilities](#).***

### **Non-Discrimination**

NCR is committed to providing a work environment free from any illegal discrimination based on race, color, religion, national origin, gender, gender identity, age, disability, sexual orientation, marital status, or any other factor or characteristic deemed unlawful under applicable law. Decisions concerning hiring, performance appraisals, and promotions will be based only on those factors permitted by law, such as an employee's qualifications, skills, and achievements.

***For more information about non-discrimination at NCR, please see [Corporate Management Policy 701: "Non-Discrimination - Equal Employment Opportunity."](#) For additional guidance, please see [Questions and Answers or Your Responsibilities](#).***

## **Equal Employment Opportunity / Affirmative Action**

NCR affirms its commitment to providing equal opportunity to all employees and applicants for employment in accordance with all applicable laws, directives, and regulations of governing bodies and agencies. We want to make sure that as a company, we treat our employees with respect and that, when making any employment-related decision, we only consider relevant performance factors. **Specifically, it is NCR's policy to:**

- ✓ Comply with the letter and the spirit of all applicable employment laws and regulations
- ✓ Provide equal opportunity to all employees and to all applicants for employment
- ✓ Take appropriate affirmative action to make equal opportunity a reality
- ✓ Make reasonable accommodations to the limitations of qualified employees or applicants with disabilities
- ✓ Provide maximum opportunity to minority and women-owned businesses to participate as NCR suppliers, contractors, and subcontractors; and
- ✓ Comply with federal, state, and local procurement regulations and programs

All employees must support the company's commitment to equal employment opportunity and affirmative action. NCR managers should understand and carry out all aspects of our equal opportunity policy. Your local Human Resources partner and the Law Department can answer any specific questions that you may have about the laws of your country.

***For more information about non-discrimination at NCR, please see Corporate Management Policy 705: "Diversity in the Global Workplace."***  
***For additional guidance, please see Questions and Answers or Your Responsibilities.***

## **Harassment**

NCR is committed to providing a working environment that is free from harassment based on personal characteristics, including race, color, religion, national origin, gender, age, disability, sexual orientation, marital status, or any other characteristic protected by applicable law. We do not tolerate conduct that creates an intimidating or offensive work environment. **Some examples of conduct that NCR will not tolerate include:**

- ✗ Racial, religious, sexual, or ethnic comments or jokes;
- ✗ Unwelcome sexual advances or inappropriate physical contact; and
- ✗ Unwelcome sexually-oriented gestures, images, jokes or statements, whether written or oral.

***For more information about NCR's zero-tolerance policy against harassment at NCR, please see Corporate Management Policy 702: "Harassment."***  
***For additional guidance, please see Questions and Answers or Your Responsibilities.***



## **Human Trafficking, Child and Forced Labor**

NCR does not condone human trafficking or forced labor of any type, including but not limited to sex trafficking, debt bondage, forced prison labor, or child labor. NCR does not hire individuals below the legal working age, and legal workers under 18 years of age should not perform dangerous work. NCR does not permit corporal punishment or the threat of corporal punishment nor do we prohibit employees from terminating their employment with NCR.

***For more information about NCR's position on human rights, please see Corporate Management Policy 927: "Human Rights."***

***For additional guidance, please see Questions and Answers or Your Responsibilities.***

## **Drug-Free Workplace**

NCR is committed to a drug-free workplace. The misuse of drugs, both legal and illegal, while on company premises or while conducting company business, is prohibited. NCR prohibits the use, possession, distribution, or sale of illegal drugs on its premises, in its vehicles, and while conducting NCR business. Furthermore, it is expected that employees will not conduct NCR business while under the influence of alcohol or other drugs. Employees who work on U.S. government contracts may have a special obligation to notify their managers of convictions for certain drug-related offenses.

***For more information about NCR's commitment to a drug-free workplace, please see Corporate Management Policy 219: "Drug-Free Workplace."***

***For additional guidance, please see Questions and Answers or Your Responsibilities.***

## **Consensual Relationships**

NCR does not seek to insert itself into employees' personal relationships. However, when an employee has a significant personal relationship with another employee, complications can sometimes arise that may cause problems in the workplace. To minimize the chances of any adverse impact on the workplace, employees must conduct themselves in a professional, appropriate, and mature manner.

Additionally, managers should be aware that having an intimate relationship with any person in the organization who directly or indirectly reports to them might limit their ability to manage certain aspects of the business or might cause other problems in the workplace. Therefore, the Company strongly discourages employees from living with, dating, or becoming involved in a romantic relationship with another person over whom the employee has supervisory, hiring, or disciplinary authority. Managers and their subordinates who have or enter into such a relationship are required to immediately disclose the existence of the relationship to Human Resources or the Ethics & Compliance Officer, so that the Company may take appropriate action to address issues that may arise.

## **Acceptable Use of NCR's Information Technology Infrastructure**

NCR's information technology (IT) infrastructure, which includes internet or network access, and company-provided email, instant messages or any other internet-based communications, printers, photocopiers and telephones is provided to employees for business use. NCR expects that its employees will comply with the following when using company-provided IT resources:

- ✓ Professionalism in communications and conduct, and compliance with NCR's Shared Values is required.
- ✓ Company-provided IT resources must not be used to advance non-work related causes or events (such as religious or political beliefs).
- ✓ Accessing, viewing or distributing pornographic materials, and engaging in illegal conduct, is strictly prohibited.
- ✓ Subject to contrary provisions in local work rules or employment contracts, occasional personal use of NCR's IT infrastructure is permitted so long as NCR's IT and other policies are followed; that use does not conflict with, distract from, or interfere with an employee's work performance or the performance of the employee's colleagues; and that use does not negatively impact NCR's business.

Nothing in this document or NCR policy prohibits, interferes with, or will be interpreted as prohibiting or interfering with conduct protected by Section 7 of the U.S. National Labor Relations Act or other rights protected by law.

Access to Internet material in the NCR workplace or using NCR's Internet access in a way or for a purpose that conflicts with NCR's Shared Values or is not compatible with a productive work environment is prohibited and may also result in potential legal liabilities to NCR and to the individuals who access them; it may also subject employees to disciplinary action up to and including termination. Examples of restricted sites include, but are not limited to, those with information or activities involving non-business related chat groups, pornography, criminal skills and illegal activities (including those related to the circumvention of network security controls), dating services and discussions, the purchase and use of illegal or recreational drugs, extreme or obscene material, gambling, hate speech, games, and entertainment. IT may restrict access to external sites in its sole and absolute discretion.

Employees who communicate about NCR on discussion boards, blogs, chat rooms, or other public online forums must comply with the law, NCR's policies, including policies addressing appropriate protection, use and disclosure of confidential information, insider trading, non-discrimination, and harassment.

In addition, employees are prohibited from using e-mail or other electronic messaging or communication tools, among other things, to create or exchange offensive, harassing, obscene or threatening messages or to create or exchange chain letters and other unsolicited non-business related e-mail.

Except where prohibited by applicable law, NCR reserves all rights to search and review any information sent, received, or stored using its IT infrastructure.

Misuse of the Company's IT infrastructure may subject employees to disciplinary action up to and including termination.

***For more information about the use of NCR's information technology resources, please see Corporate Management Policy 1404: "Information Technology Infrastructure Policy." For additional guidance, please see Questions and Answers or Your Responsibilities.***

## **Data Privacy / Employment References**

Personal information is information that relates to an identified or identifiable natural person. It is NCR policy to collect personal information only by fair and lawful means and to maintain such information only for legitimate business, legal or contractual reasons. NCR provides choices about data processing where practicable, limits access to personal information to those who need to know the information, and limits the use of personal information to the purposes that are consistent with the purposes for which the data was collected, or as otherwise permitted by law. NCR may disclose such information to its affiliates, independent service providers, subcontractors or unaffiliated third parties, where needed to support the uses described above. As a global company, NCR may transfer personal information outside of the country where it was collected, unless prohibited or limited by applicable law.

When asked to provide an employment reference or verification, NCR's policy is to verify dates of employment and the position(s) held, absent the consent of the employee to provide additional data.

Laws may vary significantly from country to country on matters of employee privacy and other workplace issues. For example, in certain countries, the laws may provide individuals with specified rights in and to their data. Such rights may include the right to access, correct, restrict or block, port or erase data. In some circumstances, local laws may also permit individuals with the right to object to the processing of personal data. For more information about workplace policies and procedures regarding data privacy in your country, please contact HR Central or the Law Department.

***For more information about employee privacy at NCR, please see Corporate Management Policies 204: "Protection of Personal Data" and 205: "Privacy of Protected Health Information."***  
***For additional guidance, please see Questions and Answers or Your Responsibilities.***

# CONFLICTS OF INTEREST

Conflicts of interest arise when the personal interests of an NCR employee influence, or appear to influence, the employee’s judgment or ability to act in NCR’s best interest. In general, employees must always act on an arm’s length basis and in the best interests of NCR when conducting business with outside parties on behalf of NCR. Employees also must avoid taking any actions or acquiring any interests that may make it difficult to perform their work for NCR objectively and effectively. Finally, employees must deal with all outside parties in a fair and objective manner, without favor or preference based upon personal considerations.

## Common Examples of Conflicts Situations

COMPETING WITH NCR	
<p>Do not engage in activities that compete with NCR’s current or prospective business activities, or give the appearance that you are doing so.</p>	<p><b>Examples:</b></p> <ul style="list-style-type: none"> <li>• Starting a business while employed by NCR that sells ATM parts online</li> <li>• Working for a friend’s company that helps small businesses configure point of sale systems</li> </ul>
DOING BUSINESS WITH NCR	
<p>Do not work for a firm that does business with NCR or is seeking to do business with NCR (for example, a current or potential customer, supplier or strategic partner).</p>	<p><b>Examples:</b></p> <ul style="list-style-type: none"> <li>• Providing accounting or IT support to small NCR suppliers</li> <li>• Supplying a security guard service to NCR customer engineers</li> </ul>
ACTIVITIES WITH FIRMS THAT DO BUSINESS WITH NCR OR WITH NCR COMPETITORS	
<p>Be careful about your activities and your family’s activities with firms that do business with, seek to do business with, or compete with NCR. Such activities may create conflicts of interest.</p>	<p><b>Examples:</b></p> <ul style="list-style-type: none"> <li>• Making a major investment in a competitor or a supplier</li> <li>• Serving as a board member or an advisor to a customer</li> <li>• The spouse of an NCR sales person takes a job in sales management at a competitor.</li> </ul>
ENGAGING IN OUTSIDE ACTIVITIES THAT DISTRACT FROM YOUR OBLIGATIONS TO NCR	
<p>Do not engage in work for any outside organization if doing so would prevent you from properly performing your duties for NCR, such as conducting non-NCR business during work hours, using NCR’s resources for non-company business (other than permitted personal use), or using NCR or customer information for non-NCR purposes.</p>	<p><b>Examples:</b></p> <ul style="list-style-type: none"> <li>• You and your husband purchase an ice cream franchise, and you work at the shop during your work hours.</li> <li>• You have started a mail order business and use the company’s Federal Express account to ship items to your mail order customers.</li> </ul>

## RECEIVING IMPROPER PERSONAL BENEFITS FROM NCR

Conflicts of interest may arise, if employees receive improper personal benefits from the company. To avoid even the appearance of impropriety, personal loans or guarantees of personal obligations by the company are always prohibited.

### Examples:

- You drive a company van and are not permitted to use the van for personal business. You use the van over the weekend to move your residence.
- You take a trip to your home town and charge it to the company.
- You go on a business trip and have an extra hour between flights. You buy a shirt at the airport and charge it to your company credit card.
- You hire your son to work for you, or for a manager who reports to you.

## DIVERSION OF CORPORATE OPPORTUNITIES

- Do not take for yourself or any third party business opportunities that are discovered through the use of corporate property, information or position;
- Do not use corporate property, information or position for personal gain;
- Do not compete with NCR. Employees, officers and directors owe a duty to the company to advance its legitimate interest when the opportunity to do so arises.

### Example:

- You call on a prospective customer for NCR. You decide that you would like to take the business opportunity for yourself, and enter into an agreement with the NCR prospect, taking the business opportunity away from NCR.

Before you pursue any outside business activity, or as soon as a conflict situation develops or becomes apparent to you, you must disclose the situation to your manager. Your manager will discuss the matter with HR, the Law Department or the Ethics & Compliance Office so that the conflict can be assessed and appropriate measures can be taken. Disclosure of all actual or potential conflict situations is mandatory. You should also report any other conflicts of interests that you observe to your manager, even if they do not involve you.

In addition to NCR employee conflict disclosure requirements, NCR's directors must also confirm on an annual basis that they have no conflicts of interest in their relationships with NCR. The Law Department is responsible for obtaining these certifications.

***For more information about conflicts of interest at NCR, please see Corporate Management Policy 901: "Conflicts of Interest."***

***For additional guidance, please see Questions and Answers or Your Responsibilities.***



# PROTECTION OF COMPANY ASSETS

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## Company Funds and Property

All NCR employees must protect company assets from loss, theft, damage, or unauthorized uses or disclosures. Company assets include but are not limited to trademarks and service marks; source code, trade secrets, personal data, confidential information, money and charge cards; land and buildings; records; vehicles; keys and identity cards equipment, including printers, scanners, copiers, and telephones; computing devices and software; Internet, intranet, and other networks; scrap and obsolete equipment.

## Proprietary Information

Proprietary information is NCR knowledge that must not be disclosed to others, except as required by law or as permitted by company policy. Proprietary information includes all non-public information that might be of use to NCR's competitors, or any information that, if disclosed, would otherwise be harmful to the company or its customers. Examples of proprietary information include:

- Trade secrets and know-how.
- Research and development, including inventions, patent applications, and engineering and laboratory notebooks.
- Customer, stockholder, and supplier lists and information.
- Network management information.
- Confidential manufacturing processes or procedures.
- Source code.
- Business strategies and results, product plans, information about unannounced products or services, concepts and designs, marketing plans, pricing, and financial data.
- Confidential organizational information, including organizational charts.
- Confidential information NCR obtains from third parties.
- Information concerning potential acquisitions or divestitures.
- Company financial outlooks and projections.

Disclosure of proprietary information could damage NCR competitively or financially. Disclosure may also be prohibited simply because the information belongs to others and NCR has agreed to keep it private. When a legitimate business need to disclose NCR proprietary information arises, a legally binding non-disclosure agreement may be appropriate. Consult the Law Department in these situations.

***For more information about how NCR classifies its information assets, please see Corporate Management Polices 926: "Confidential Information Disclosure Policy" and 1402: "Protecting Information within NCR."***

***For additional guidance, please see Questions and Answers or Your Responsibilities.***

## Complying with Policy and Reporting Suspected Inappropriate Actions

All NCR employees must comply with NCR policies and procedures designed to protect NCR physical and intangible property from loss, theft, damage, or unauthorized uses or disclosures. Employees must report any suspected loss, theft, damage, or unauthorized uses or disclosures of NCR assets to NCR Global Security as soon as a concern arises.

## **Accuracy and Retention of Company Records**

NCR is required to maintain complete and accurate business records to meet financial, legal, and management obligations. We use this information to fulfill our obligations to customers, suppliers, shareholders, employees, and government agencies. Company records include general and subsidiary ledgers, employee and payroll records, vouchers, customer invoices, time reports, contracts, billing records, benchmark and measurement data, employee and customer survey results, performance and production records, and other essential data for financial and business decisions. All employees must follow NCR's internal controls and procedures to ensure that (1) all transactions are properly authorized, (2) NCR's assets are safeguarded against unauthorized or improper use, and (3) all transactions are properly recorded and reported in accordance with NCR's policies and applicable law.

Proper record retention is important to ensure records are systematically maintained and available to satisfy corporate, governmental and other requirements. Every NCR organization is responsible for maintaining a comprehensive record retention schedule providing not only the criteria for the retention of records but for the systematic disposal of records.

***For additional information regarding NCR's record retention policy, please see Corporate Finance & Accounting Policy 111: "Record Retention."***

## **Financial Reporting**

NCR's financial reporting must be timely, accurate, and supported by appropriate underlying records and documents. As a publicly-traded company, NCR must submit financial reports and information to the United States Securities and Exchange Commission. As a result, NCR senior financial management must be informed of all material non-financial information, as well as financial information, impacting NCR. This information must be properly recorded, processed, summarized and reported to NCR's senior management to allow timely decisions regarding required disclosures. Consult with the Chief Financial Officer's organization for more information about NCR's reporting obligations.

***The Corporate Finance & Accounting Policy Manual and the Finance & Administration section of the Corporate Management Policy Manual provides detailed information specific to protecting NCR's information and other assets. Employees should be familiar with all policies, but specifically with Corporate Finance & Accounting Policies 112: "Signature Authorization for Expenditures," and Corporate Management Policy 1402: "Protecting Information within NCR." For additional guidance, please see Questions and Answers or Your Responsibilities.***

## **Investment Rules and "Insider Trading"**

Securities laws and NCR policy prohibit employees from trading, directly or indirectly, in NCR securities while in possession of "material non-public information" about the Company. Material non-public information is generally defined as any information that has not been widely disclosed to the public and is likely to influence an investor to buy, sell, or hold a company's stock. Material non-public information can take many forms. Examples include acquisition or divestiture plans; actual or projected financial information not yet public; new contracts, products, or discoveries; major organizational changes; or other business plans.

NCR employees are also prohibited from directly or indirectly trading in the securities of other publicly held companies, such as customers and vendors, on the basis of material non-public information. It is also illegal and against company policy for NCR employees to share material non-public information about NCR or

another company with your friends, family members, or other third parties (this is called “tipping”). Your job may provide you with material non-public information about NCR and other companies, including customers and vendors. **To comply with NCR’s insider trading policy:**

- ✓ Never provide material non-public information about NCR or other companies known to you through your work at NCR;
- ✓ Restrict access to material non-public information about NCR or other companies to those employees who “need-to-know” that information for business reasons (such persons may be identified in a non-disclosure agreement)
- ✓ Do not advise or encourage another person to trade in a company’s stock if you have material non-public information about that company; and
- ✓ Never buy or sell NCR securities or another company’s publicly traded stock while in possession of material information, whether or not a blackout period is pending.

Because violations of insider trading securities laws can result in serious financial and criminal penalties, NCR prohibits certain transactions to avoid even the appearance of impropriety.

- First, certain NCR employees (“restricted insiders”) may not purchase or sell NCR securities during defined “blackout periods” before and after the announcement of the company’s annual and quarterly earnings results unless such trades occur under a company-approved, pre-arranged trading plan. This restriction extends to changing investment directions in the Employee Stock Purchase Plan (by increasing or decreasing the amount of NCR stock purchased) or the company’s Savings Plan (by investing more or less money in NCR securities) during a blackout period.
- Second, no NCR employee may trade in the stock of an NCR competitor when in possession of any non-public information about NCR that the employee believes may impact the stock price of the competitor.
- Third, all NCR employees are prohibited from trading in NCR derivative securities at any time. Derivative securities generally include “put” and “call” options (publicly available “rights” to sell or buy securities within a certain number of months at a specified price) and “short sales” (selling borrowed securities which the seller hopes can be purchased at a lower price when they are due for delivery).
- Finally, employees cannot engage in any transaction where they may profit from the short-term speculative swings in the value of NCR securities.

***For additional information regarding NCR’s insider trading policy, please see Corporate Management Policy 922: “Insider Trading,” and 922Q: “NCR’s Insider Trading Policy Employee Q&As.” For additional guidance, please see Questions and Answers and Your Responsibilities.***

***Additionally, the Law Department can provide further guidance.***

## **Inspection Requests or Litigation**

Because NCR is a large and diverse organization, its operations are regulated by many different governmental agencies around the world. As a result, various governmental agents, auditors, investigators, police, and other officials visit or contact NCR employees requesting information. NCR's Law Department will handle all legal affairs involving the Company and its subsidiaries. The Law Department may choose to provide legal services directly or to retain the assistance of outside counsel. The Law Department must be notified immediately of all litigation and governmental information requests or inquiries involving NCR or any of its subsidiaries. NCR insists all employees comply with applicable laws, regulations, and ethical standards. The company cooperates with governmental inquiries consistent with respect for the legal rights of our shareholders and employees. If you have any questions concerning a request or inquiry, please contact the Law Department.

***For additional information, all employees should be familiar with Corporate Management Policy 916: "Responding to Governmental Requests for Information and Facility Inspections" and Corporate Management Policy 918: "Retention of, and Subsequent Relationship with, Outside Legal Counsel."***

## **CONDUCT IN THE MARKETPLACE**

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As a publicly traded company, NCR releases information and communicates with the media regularly. It is important that these communications be accurate, consistent and timely given the importance of the media's audience – employees, shareholders, investors, customers, prospective customers and suppliers.

***For additional information, all employees should be familiar with Corporate Management Policy 1104: "Media Relations."***

NCR and its employees must deal fairly with the company's customers, suppliers, strategic partners, employees and competitors. We will not take advantage of anyone through the misrepresentation of facts, manipulation, fraud, abuse of confidential information, or any other unfair practice.

### **Private-Sector Customers**

NCR can succeed only by exceeding customer expectations. We will always seek to fulfill our commitments to our customers and to accurately represent our products and services in the marketplace.

### **Dealing with Government Customers**

Special care must be taken when dealing with government customers. Activities that might be appropriate when working with private-sector customers may be considered improper and even illegal when dealing with government employees. However, you should be aware that bribery, whether of government officials or commercial customers can be criminally prosecuted under U.S. law as well as the local law of other countries. See "FCPA and Other Anti-corruption Laws".

***For additional information, employees who work with the U.S. federal government or any state or local government, should consult the NCR Corporate/Personal Integrity Program (C/PIP) manual. Employees, including those who work with other governments, may also contact the Law Department for more information.***

## **Suppliers and Strategic Partners**

NCR chooses suppliers based on merit, taking into account factors such as price, quality, delivery capability, technology, design and reputation for service and integrity. We expect our suppliers and strategic partners to conduct business ethically and in accordance with applicable laws and NCR policy.

## **Interactions with Competitors**

Many countries have antitrust or competition laws designed to benefit consumers by promoting competition. While varying in scope, these laws prohibit, among other things, monopolization and illegal agreements among competitors that restrict competition. NCR's policy is to comply with laws that protect intellectual property and trade secrets and the antitrust and competition laws of all countries where we do business. Violation of these laws is a serious matter that can result in criminal penalties for NCR and the individuals who engage in the illegal conduct. Below are key examples of prohibited conduct at NCR.

### **Improperly Acquiring and Using Information about Competitors**

In the normal course of business, it is not unusual to acquire public information about other organizations, including our competitors, through legal and ethical means. However, NCR employees may not seek or receive information about a competitor through non-public means if they know or have reason to believe the information is proprietary or confidential or was improperly obtained. This conduct can potentially violate laws governing intellectual property rights and trade secrets, and/or antitrust and competition laws, or fair trade practice laws. Obtaining proprietary information without the owner's consent or unlawfully inducing such disclosures by past or present employees of other companies is prohibited conduct by all NCR employees, it may also violate these laws. Also, NCR employees may not use third parties to acquire information by improper means. Consult the Law Department for further guidance regarding acquiring or using information about competitors.

### **Entering into Reciprocal Agreements**

It is NCR policy not to enter into reciprocal buying or selling arrangements, which are agreements where one party will buy from a second party, on the express condition that the second party will buy from the first party.

### **Market Allocation; Bid Rotation**

NCR employees may not discuss or enter into agreements to 'divide up' or allocate markets with third parties. For example, NCR employees may not engage in any discussions with any other party not to sell or market products in certain geographies or to certain customers. In addition, NCR employees may not discuss or agree to cooperate with a competitor so that NCR and the competitor win some or all of a deal. For example, NCR may not agree to sit out on a sales opportunity so that a competitor may win the deal, nor may NCR agree with a competitor to price its bid, or a portion of its bid, high so that the competitor may win that deal, or portion of the deal. While it is appropriate for NCR to engage in pricing and marketing strategies that are independent of any action a competitor may or may not take, it is never appropriate to collaborate on strategy with a competitor. Note that the foregoing does not apply to assigning territories or market tiers to an authorized NCR reseller or distributor.

### **Price Fixing and Refusals to Deal**

NCR employees may not agree with third parties to set prices at a certain level or to maintain certain market conditions. Further, NCR may not agree with any third party to refuse to deal with any specific customer, supplier, or group of customers or supplier, in violation of applicable law.



***For additional information about relationships with NCR customers, competitors and suppliers, please see***

**Corporate Management Policies 901: “Conflicts of Interest;” 104: “Multinational Marketing;” 904: “Standards for Business Conduct (Foreign Corrupt Practices Act);” 905: “Product Promotion Material;” 913: “Contracts;” 1016: “NCR Multinational Account Marketing Policy - Intellectual Properties;” 902: “NCR U.S. Anti-trust Compliance;” and CFAP 815, Global Procurement Policy.”**

***For additional guidance, please see Questions and Answers and Your Responsibilities.***

## **Copyrights**

Copyright laws protect original expression such as written materials, works of art and music. Software is also protected by copyright. Copyright laws prohibit the unauthorized duplication, distribution, display, and performance of protected expressions. Copyright infringement can result in legal penalties for our company and for individuals. NCR employees shall respect others' copyrighted works and are not permitted to use unlicensed software, or use licensed software beyond the rights that NCR has been granted in its license. At the same time, NCR employees must protect NCR's copyrighted materials. All employees must report suspected improper use of copyrighted material to the Law Department.

***For more information about copyrights and NCR, please see***

**Corporate Management Policy 906: “Copyright Policy.”**

## **Anti-Bribery / Anti-Corruption Laws**

Anti-bribery and anti-corruption laws around the world, including the U.S. Foreign Corrupt Practices Act (“FCPA”), the U.K. Bribery Act, and other anti-bribery and anti-corruption laws (collectively, “Anti-corruption Laws”), make bribery a crime. The FCPA prohibits NCR from providing or promising money or anything of value, directly or indirectly, to foreign government officials for the purpose of obtaining or retaining government business. Foreign officials under the FCPA can include executives and employees of wholly or partially government-owned corporations, universities, public international organizations, and other entities outside the United States. The FCPA also prohibits use of an intermediary (such as an agent or a reseller) to provide or promise any such payments or items of value to a foreign government official. Some Anti-corruption Laws outlaw not only bribery of government officials but bribery of commercial customers as well, and some of those laws also prohibit receiving bribes, including in purely commercial business transactions. In addition to prohibiting bribery, certain Anti-corruption Laws and other laws also require the Company to maintain complete and accurate books and records and have in place adequate internal accounting controls designed to prevent and detect improper payments. In addition to damaging the Company's reputation for doing business with integrity, violation of the Anti-corruption Laws can subject both the Company and its officers and employees to severe civil and criminal penalties.

NCR expects all NCR directors, officers and employees, as well as its consultants, agents, channel partners and other third party representatives to observe and comply with all Anti-corruption Laws.

**Specifically, the following actions are not permitted under any circumstances:**

- NCR associates may not directly or indirectly offer or provide of any item of value (including money or services) to any third party to encourage the third party to provide any business benefit to NCR or its business partners.
- NCR associates may not request or receive items of value (including money or services) to provide any business benefit to a third party.

- NCR associates may not directly or indirectly offer to pay or pay “facilitating payments,” which are payments to officials to expedite the performance of non-discretionary tasks, such as to issue a non-discretionary permit or license.
- NCR associates must accurately describe all transactions in NCR’s accounting records to understand the nature of the transaction.

***For more information about NCR policy and the provisions of the U.S. Foreign Corrupt Practices Act, please see Corporate Management Policy 904: “Standards for Business Conduct (Foreign Corrupt Practices Act).” For additional guidance, please see Questions and Answers or Your Responsibilities.***

### **Gifts & Hospitality**

Gift-giving practices vary around the world. Generally, gifts are given to foster goodwill and, in some parts of the world, declining a gift may insult the giver. On the other hand, accepting or giving a gift may create a conflict of interest or the appearance of a conflict, and may also violate applicable Anti-corruption Laws.

**At NCR, we expect our employees and third parties who represent us to comply with the following requirements:**

- Comply with Anti-corruption Laws at all times
- Avoid actual or apparent conflicts of interest
- Offer or provide gifts or hospitality only for a legitimate purpose, such as product promotion or demonstration, and never with the expectation that the recipient will provide a reciprocal business benefit to NCR or its business partners
- Accurately record the value, purpose and recipient of the gift or hospitality in NCR’s records
- Comply with NCR policy regarding the value and frequency of providing gifts or hospitality
- Obtain all approvals prior to offering or providing gifts or hospitality

**NCR employees and third parties who represent us are also prohibited from:**

- Soliciting gifts from anyone doing or seeking to do business with NCR (such as a supplier, strategic business partner, or customer)
- Accepting gifts that are expensive or likely to influence judgment or appear to influence judgment
- Directly or indirectly offering or providing or accepting – under any circumstances – payments, loans, favors, bribes, kickbacks, special privileges, or services to or from anyone in return for doing business with NCR, using NCR products and services, or granting any other favorable treatment to NCR.

Employees who work with government employees are responsible for knowing the local rules and regulations regarding government employee buyer-and-seller relationships. If you have any questions, please contact the Ethics and Compliance Officer or the Law Department.

***For more information about NCR policy, please see Corporate Management Policy 912: “Gifts and Entertainment.” For additional guidance, please see Questions and Answers or Your Responsibilities.***

## Export Controls

High-tech companies such as NCR must be concerned with export control laws regulating the export and re-export of its products. As a U.S. company, NCR must be particularly aware of U.S. export controls. Under export control laws, hardware, software, and technical information may be controlled when shipped, carried, or transmitted from one country to another, or even when released within one country to a citizen of another country. All forms of communication (e.g. telephone conversations, faxes, electronic mail, etc.) that contain technical information, when sent to another country or provided to an individual who is a citizen of a country other than the United States, may also be considered a controlled export.

Export control laws are particularly important to NCR sales, engineering, support, professional services, procurement and human resources; organizations to which our products may be sold; or individuals to whom technical information about our products and services may be provided.

### Export laws typically require consideration of the following questions:

- **What** is the commodity, software, or technical information to be exported?
- **To whom** will the commodity, software or information be provided, and would they be allowed to access or receive it?
- **Where** will the product be exported?
- **How** will the product be used?

In addition to laws and regulations that control the export of technology, some export restrictions are broader in application, and effectively constitute embargoes on doing any business with certain identified governments, organizations, entities and individuals. These economic and trade sanctions may be imposed by the United States based on its foreign policy and national security goals, or by other countries or entities such as the United Nations.

The NCR Export Compliance organization is responsible for coordinating NCR's compliance with export control laws. In addition, selected organizations are responsible for designating an Export Compliance Manager to implement NCR's export compliance program within their organization.

***For more information about export controls and NCR, please contact the Corporate Export Compliance organization at [NCR.Export@ncr.com](mailto:NCR.Export@ncr.com) and see Corporate Management Policy 919: "Export Control Compliance." For additional guidance, please see Questions and Answers or Your Responsibilities.***

## Import Laws

Most countries, including the United States, have laws controlling imports and regulating import duties on merchandise imported into that country. These laws typically govern what can be imported into the country, how the articles must be marked, how the imported merchandise must be valued, and what duties must be paid. NCR's compliance with import laws is coordinated through the NCR Import Compliance organization. All organizations that are involved in import activities should designate an Import Compliance Coordinator within their organization.

***For more information about import controls and NCR, please contact the Import Compliance organization at [Brokers.ImportNCR@ncr.com](mailto:Brokers.ImportNCR@ncr.com), and see [Corporate Management Policy 917: "Import Compliance."](#)***

### **International Economic Boycotts**

As a U.S. company, NCR must comply with U.S. regulations prohibiting the participation in economic boycotts not condoned by the U.S. government, such as the Arab League boycott of Israel. NCR must report to the U.S. government any boycott-related requests it receives, even if NCR refuses to honor the request. Boycott-related requests can be received orally or in bid invitations, tender documents, purchase orders, contracts, letters of credit, shipping documents, or other written communications.

### **U.S. anti-boycott regulations prohibit NCR from:**

- Refusing to do business with a boycotted country, its nationals, or its businesses.
- Discriminating for boycott purposes against any person on the basis of race, religion, sex or national origin.
- Furnishing information about NCR's business relationship with a boycotted country, its nationals, or blacklisted companies or persons.
- Furnishing for boycott purposes information about any person's race, religion, gender, national origin, or charitable activities.
- Implementing or honoring letters of credit containing prohibited boycott conditions.

***For more information about NCR's anti-boycott policy, please see [Corporate Management Policy 903, "Anti-boycott Law Compliance."](#) For additional guidance, please see [Questions and Answers or Your Responsibilities](#).***

## ENVIRONMENT/OCCUPATIONAL SAFETY & HEALTH/PRODUCT SAFETY

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### **Environment**

It is NCR's policy to comply with applicable laws and regulations related to protecting the environment and to minimize undesirable environmental impacts from our business operations.

***For more information about environmental protection and NCR, please see Corporate Management Policy Series 600: "Environmental Safety."***

### **Occupational Safety & Health**

It is NCR's policy to comply with applicable health and safety regulations related to protecting human health and providing working conditions that are free from recognized hazards that may cause death, physical harm, or illness.

***For more information about health & safety and NCR, please see Corporate Management Policy 602: "Environmental Health & Safety Training."***

### **Product Safety**

NCR is committed to providing products that are safe for our customers to use and that comply with applicable laws and accepted industrial and governmental standards.

***For more information about product safety and NCR, please see Corporate Management Policy 1303: "Product Certification and Compliance."***

***For more information about specific environmental, health and safety related initiatives, please contact your local or business unit Environmental & Safety Manager. For additional guidance, please refer to Questions and Answers or Your Responsibilities, or contact the Law Department.***



## COMMUNITY ACTIVITY

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### Charitable Contributions

Around the world, NCR encourages employees to participate in charitable organizations and community activities. Employees should ensure, however, that no conflict of interest -- either actual or potential -- exists between their NCR employment and their duties in public or civic affairs, whether elective or appointed, paid or voluntary. While NCR employees are encouraged to become actively involved in community activities, all employee participation, whether in the form of time, money, or other resources, must always be voluntary.

NCR, through the NCR Foundation, also provides grants to charitable organizations that are aligned with the company's self-service philosophy, including global grants through U.S.-based international non-profit agencies. Employees who would like to suggest that NCR contribute corporate funds to charitable organizations must contact the NCR Foundation administrator at [Foundation.administrator@ncr.com](mailto:Foundation.administrator@ncr.com).

### Political Contributions

NCR supports employee participation in the political process, for example, voting in elections or making personal contributions to support candidates or parties of their choice. Employees may express their views on government, legislation, and other matters of local and national interest. Such activities, however, must be undertaken on an employee's own time and at his or her own expense. Further, NCR will not dictate to an employee or anyone else which political party or view to support. Under no circumstances will any employee be compensated or reimbursed for personal political contributions or be given or denied employment or promotion as a result of making, or failing to make, a political contribution.

In many countries where NCR does business, laws prohibit NCR from making direct or indirect contributions to a political party or candidate in connection with a government election. This includes contributions in the form of cash, goods, services, loans, property, or the use of NCR's facilities. (In the United States, this prohibition is not intended to interfere with NCR's administration of the NCR Political Action Committee, which accepts voluntary personal contributions from eligible, salaried employees). As a result, NCR employees may not:

- Commit company funds or other assets to political candidates, parties or other political activities, including public policy initiatives or referendums, without the prior approval of the Senior Director, Global Government Affairs
- Provide or promise money or anything of value to a government official to obtain or retain business
- Allow use of company facilities or equipment for political activities without the prior approval of the Senior Director, Global Government Affairs.

***The NCR Global Government Affairs office in Washington, D.C., can provide further guidance about political activity and can be contacted at [GovernmentAffairs.NCR@ncr.com](mailto:GovernmentAffairs.NCR@ncr.com). For additional guidance, please see [Questions and Answers or Your Responsibilities](#).***

## IN SUMMARY

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Every NCR employee must uphold NCR Shared Values and must follow NCR's Code of Conduct. In living up to this responsibility, we may sometimes want the help of others in our decision-making. Most often, your manager will be your best source for counsel; however, there may be times when you require input from others. In addition to contacting those persons or organizations referred to throughout the code (including Human Resources, the Law Department, the Ethics & Compliance Office, and Global Security), questions or concerns about business practices and behaviors can be clarified through NCR AlertLine.

## FREQUENTLY ASKED QUESTIONS

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### COMMUNITY ACTIVITY

***Q: I am running for public office in my community. How might this affect my job at NCR?***

**A:** NCR encourages employees' active involvement in community affairs. As an NCR employee, it is acceptable to seek and hold public office as long as such responsibilities do not diminish your ability to carry out your duties to NCR. Employees who seek public office may not campaign or solicit support of fellow employees, NCR suppliers, or NCR customers, nor may they use company time or resources in such pursuits. If in the course of your civic duties a situation arises requiring a decision that specifically involves NCR, you must abstain from the decision-making process.

### CONDUCT IN THE MARKETPLACE

***Q: After a particularly long project at a customer site, I have been offered a gift of a gold wrist watch by the customer. May I accept this offer of thanks?***

**A:** No. NCR employees may not accept a gratuity or gift offered in connection with their job when doing so may adversely affect their judgment in the performance of their duties at NCR. One of the criteria employees should consider is the value of the gift.

***Q: My spouse, who is not an NCR employee, is accompanying me on a business trip. The supplier that I am visiting for NCR has offered to pay my spouse's travel expenses. May I accept?***

**A:** No. You are responsible for expenses generated by having your spouse travel with you. NCR employees may not accept expensive gifts from customers or suppliers.

### CONFLICTS OF INTEREST

#### COMPETING OR DOING BUSINESS WITH NCR

***Q: My spouse runs a small temporary-employment agency and has asked me whether it is acceptable to market its services to NCR. What should I say?***

**A:** Provided you or your spouse do not in any way use your relationship with NCR to influence the outcome of such marketing activity, you may provide information on your spouse's company to NCR, provided that (i) you first disclose to your management that the supplier seeking NCR business is related to you, and, (ii) you are not involved in or otherwise influence the supplier selection, directly or indirectly. As an example, your spouse may not market to personnel who are in your direct line of authority.

***Q: My child is seeking employment and has expressed interest in NCR. What role can I play in helping explore opportunities for my child?***

**A:** Your child is free to seek employment with NCR. However, you may not participate in the hiring process in any way, nor may you use your position to influence it. Further, your child may not accept a position that would report to you and care should be taken to ensure that normal business controls, checks, and balances are not compromised.

**Q: My spouse works for a large computer company that is a direct competitor of NCR. Does this constitute a conflict of interest?**

**A:** Maybe, depending on your spouse's position for that company. You should disclose this relationship to the Ethics & Compliance Office to make this determination. Additionally, you should be especially careful to follow Corporate Management Policies regarding proprietary information.

**Q: For NCR, I develop and design computer systems for financial customers. May I work on my own time as a computer systems consultant for financial companies that are not NCR customers?**

**A:** No. Generally, you are prohibited from engaging in any outside employment that is substantially similar to your job at NCR. In this particular case, such activity would place you in competition with NCR.

**Q: In my off hours, I work as a freelance writer. May I offer my services to NCR?**

**A:** No. NCR employees may not act as suppliers to NCR.

**Q: Does ownership of stock in any NCR competitor create a conflict of interest?**

**A:** Not necessarily. The amount of stock that you hold generally will determine whether your personal holdings must be reported. A financial interest in a competitor does not necessarily constitute a conflict of interest. It does mean, however, that such holdings are subject to review. Generally, owning stock in a mutual fund that invests in a competitor's securities is acceptable.

#### **IMPROPER PERSONAL BENEFITS**

**Q: I do a lot of business and personal travel. Can I keep non-cash benefits I receive from business travel (for example, frequent flyer credits) and apply them to my personal travel plans?**

**A:** Yes. You can keep frequent flyer credits and use them for personal travel. However, you cannot influence or change the travel plans made by the company's authorized travel agents to receive these or other similar non-cash promotional benefits. Doing so violates NCR policy in two ways. First, you have a conflict of interest between your personal interests and company requirements to use the lowest logical airfare. Second, you are misusing company funds if your travel is more expensive than the authorized travel agent could have arranged.

#### **ENVIRONMENTAL/ OCCUPATIONAL HEALTH & SAFETY /PRODUCT SAFETY**

**Q: If I spill a small amount of solvent that is labeled as "hazardous," why can't I simply clean it up?**

**A:** Always immediately report spills of any amount of a hazardous material to your local Environmental & Safety Manager. NCR has employees who are specially trained in handling such spills and the company may be required by law to report such occurrences. Unless you have received proper training in hazardous materials response and have appropriate equipment and supplies for proper disposal, do not attempt any clean-up or disposal.

**Q: What if test results make our product look bad?**

**A:** Set up and perform every test according to approved, written procedures. Under no circumstances should you alter test results to make NCR products appear better. All test results must be accurately recorded and reported.

## **GLOBAL COMMERCE**

***Q: I do not work in the United States. In my country, payments to government officials are an accepted way of obtaining business. Would the payments violate applicable anti-corruption laws?***

**A:** Even though it may be an accepted way of doing business in your country, the payment most likely does violate applicable anti-corruption laws, regardless of custom and practice in your country. You should consult with the Ethics & Compliance Officer or the Law Department before offering, promising or providing any such payment.

***Q: May NCR employees give gifts of value to customers or suppliers?***

**A:** In most circumstances, NCR employees may give inexpensive promotional items as gifts. However, NCR employees may not give gifts to any customer or supplier that may influence, or create the appearance of an attempt to influence, the judgment of the supplier or customer in its business with NCR. Please see CMP 912 (Gifts and Entertainment) for more guidance regarding gifts and hospitality.

***Q: What forms of customer entertainment are appropriate?***

**A:** In most circumstances, entertaining customers and potential customers at NCR-sponsored cultural and sporting events and providing occasional modest business meals is acceptable, provided that such activity does not violate the Company's other guidelines or policies, particularly CMP 904 (Standards for Business Conduct (Foreign Corrupt Practices Act)). However, if the customer in question is a governmental entity, you may not engage in such activities without first consulting the Law Department.

***Q: I have been asked by a customer to certify that a product was not manufactured in Israel. How should I respond?***

**A:** Providing this type of certification would violate the U.S. anti-boycott regulations. You should not respond to any boycott-related requests without first contacting the Law Department for guidance.

***Q: A potential new customer wants to order a sophisticated computer system but does not require any installation or other support and refuses to disclose the intended use of the system. Can we accept the order?***

**A:** The customer's conduct reflects warning signs that the product may be intended for an inappropriate end-use, such as nuclear, chemical, or missile proliferation activities or for diversion to an unauthorized destination. You should not accept the order without contacting the Corporate Import/Export Compliance organization in the Law Department for guidance.

***Q: My organization has received an order from a distributor. We have reason to believe that the distributor intends to re-sell the product to an end-user in North Korea. Can we accept the order?***

**A:** The United States has imposed a trade embargo on certain countries, including North Korea. Accepting an order when you have reason to believe that the transaction involves an embargoed destination may violate U.S. law. You should not accept the order without contacting the Corporate Import/Export Compliance organization in the Law Department for guidance.

## **PROTECTION OF COMPANY ASSETS**

**Q: How can I determine whether company information is proprietary if it is not specifically labeled as such?**

**A:** If you are uncertain, you should assume that the information is proprietary. Then, contact the employee or organization that generated the information. That employee or organization is responsible for determining whether the information is proprietary. In all cases, use the following criteria, in accordance with Corporate Management Policy 1402: "Protecting Information within NCR."

- The nature of the information
- The sensitivity of the information
- The information's value to NCR
- The information's recipient -- employees, contractors, suppliers, potential clients, or the public
- The harm to NCR's business interest if the information became available to competitors.

If you remain unclear about whether the information in question is proprietary, please seek counsel from your manager, the Law Department, or Global Information Security.

**Q: What should I do if I discover an infringement or misuse of an NCR copyright or trademark?**

**A:** Employees should promptly report such instances to the Law Department. This can be very critical to protecting NCR's rights.

**Q: NCR's insider trading policy prohibits "short-term speculation" in NCR securities.**

**What does this mean?**

**A:** Some types of legal trading can appear to be based on the misuse of material non-public information. To avoid even the appearance of misconduct, you should not both buy and sell NCR securities in the open market (such as the New York Stock Exchange) within any 6-month period. For example, if you buy 100 shares of NCR stock in October, you cannot turn around and sell 25 shares of NCR stock in December. However, this rule does not apply if two circumstances are present: (a) you have valid personal reasons for selling your NCR stock that are unrelated to the investment value of the securities; for example, you have emergency medical expenses; and (b) you do not have material non-public information about NCR.

**Q: If I know material non-public information about NCR, can I sell NCR stock for personal reasons only? For example, if I need the money for vacation?**

**A:** No. That is illegal. You must wait until you no longer possess material non-public information before selling your NCR stock, and you must also take care not to do so during a blackout period if you are subject to NCR's blackout practices.

**Q: Does the insider trading policy cover my investments in NCR stock under the NCR Savings Plan?**

**A:** Generally, no. Ongoing investments in NCR stock made by the trustee of the NCR Savings Plan are exempt from the policy. However, if you decide to change your investment direction under the Savings Plan -- by investing more or less money in NCR stock or moving all or a portion of the balance of your Savings Plan account in and out of the NCR stock fund -- you must follow the rules of the policy.

**Q: If I know non-public information about NCR, can I buy or sell a competitor's stock, if I believe the competitor's stock price may be affected by the information I know about NCR?**

**A:** No. Depending on the information, doing so may constitute a violation of securities law. To avoid even the appearance of impropriety, you must wait until the information becomes publicly known before trading in the securities of an NCR competitor.

**Q: Is there anything wrong with copying software programs and installing them on my PC at work?**

**A:** You should not do so. Only properly licensed and NCR-approved software programs are to be installed on your PC. Copying a program may violate its license; contact the Law Department if you have any questions.

**Q: I recently discovered that NCR is using a piece of software in a manner I'm not sure is covered by the license. What should I do?**

**A:** NCR respects the copyrighted work of others. As a result, if you believe that NCR may be improperly using licensed software, you should report your concerns to the Law Department.

**Q: A customer's finance manager wants information on some of our financial control procedures for a benchmark analysis her company is preparing. Can I release this information?**

**A:** Requests for any type of NCR financial records need to be reviewed on a case-by-case basis. Depending on the situation, the risks could range from compromising company security to violating securities and antitrust laws. In such cases, contact the Law Department for guidance.

**Q: Do I have to protect proprietary information even after I no longer work for NCR?**

**A:** Yes. You may not use or disclose NCR proprietary information even after you are no longer employed by NCR.

**Q: I want to know how a competitor prices its products. My new team member used to work for that competitor. May I ask her about this information?**

**A:** No, you may not ask your team member to disclose the confidential information of her former employer to you.

## **WORKPLACE**

**Q: I have occasionally overheard racial and sexual comments in front of my manager. I know the comments aren't right, but I don't want to be seen as a non-team player or even lose my job. What are my options?**

**A:** Your manager's tolerance of such behavior is not acceptable at NCR. Employees who encounter such situations can contact Human Resources, call the NCR AlertLine, or discuss the matter with senior management. Due to data protection and privacy issues, some countries may preclude the reporting of certain types of concerns through the NCR AlertLine and may discourage or prohibit anonymous reporting. All good faith reports are investigated immediately and without reprisal to the originator of the report.

**Q: Doesn't affirmative action mean that NCR has quotas for hiring and promoting minorities and women?**

**A:** No. NCR does not use quotas. Quotas undermine the principles of equal employment opportunity. NCR only considers lawful factors when hiring or promoting employees.

**Q: My manager has asked me several times to meet socially after work. Each time, I have refused, but the invitations persist, and I am concerned this may be affecting my career. What should I do?**

**A:** You have no obligation to grant these requests. You should contact HR Central or the NCR AlertLine with any concerns.



# YOUR RESPONSIBILITIES

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## **COMPANY FUNDS & PROPERTY:**

- Keep accurate and complete records of funds spent.
- Make sure expenditures are for legitimate business purposes.
- Use corporate charge cards only for business purposes or as specified in company instructions.
- Make sure computer and communications equipment and systems (including passwords or other methods used to access or transmit data) and the information they contain are protected against unauthorized access, use, or disclosure. Please see Corporate Management Policy 1404: "Information Technology Infrastructure."
- Use NCR's trademarks and service marks only in accordance with company guidelines. Please see Corporate Management Policy 907: "Trademarks."
- Remember that misdirected e-mail messages or unauthorized access to NCR's information systems may result in inadvertent disclosure of NCR confidential information.
- Do not provide Internet access to non-NCR individuals or organizations, except in accordance with NCR policy.

Immediately report actual or suspected loss, damage, misuse, theft, or destruction of company assets to your manager or Global Security, according to Corporate Finance Accounting Policy 109: "Irregularities," or report the incident to NCR AlertLine.

## **COMPETITORS:**

- Never discuss or agree with competitors to fix prices, divide markets, or coordinate bids.
- You must not discuss prices, costs, profits, market shares, or other competitively sensitive subjects with a competitor. You must not participate in conversations that could give the appearance of collusion with competitors in our industry.
- When attending trade association or standard-setting meetings, review the agenda before the meeting to ensure no inappropriate subjects will be discussed. If you have any concerns, seek counsel from the Law Department prior to the meeting.
- Do not enter into any understanding with a competitor that restricts either party's discretion to (a) manufacture any products, (b) offer any service, or (c) limit selling to, or buying from, a third party.
- Do not enter into any understanding with a customer that might restrict the customer's discretion to use or re-sell NCR products or that might condition the sale of a product or service on the customer's purchase of another product or service from NCR without prior guidance from the Law Department.
- When attending trade shows, do not participate in any discussions with competitors about pricing, profit margins or costs, bids, terms or conditions of sale, sales territories, market share, distribution practices, or other competitive information. If you find yourself involved in this type of discussion, excuse yourself and report the incident to the Law Department. Only with guidance from the Law Department, highly limited exceptions may be made for competitors who are also NCR customers, suppliers, or prospective partners.

## **CONFLICTS OF INTEREST:**

- Do not own or have a significant financial stake in a competing business or in any of NCR's suppliers or customers.
- Do not compete with NCR or assist any unauthorized person outside of NCR -- including family members -- to compete with NCR through the sale, design, servicing, distribution or promotion of products or services that compete with those of NCR or that could be provided by NCR.
- Do not engage in NCR business (on your own or with a relative), unless it is approved by your manager and the Law Department in advance.
- Do not take a position with another business (such as NCR's suppliers or customers) that could influence or interfere with your NCR responsibilities.
- Inform your manager or Human Resources partner of any outside business position (other than charitable, educational, or religious) that might be viewed as conflicting with your NCR responsibilities.
- Disclose any significant financial interest or position (including work as a consultant or advisor) with any NCR competitor, supplier, or customer.

## **COPYRIGHTS:**

- Do not reproduce, distribute, or alter copyrighted materials from books, trade journals, computer software, newspapers, magazines, musical recordings or tapes without permission of the copyright owner or its authorized agents.
- Ensure that software used in connection with NCR business is properly licensed and paid for and used only in accordance with that license.
- Do not duplicate NCR proprietary or trademarked software for personal use.
- Do not duplicate third-party software licensed to NCR for personal use.

## **CUSTOMER RELATIONSHIPS:**

- Never misrepresent our products and services, even if it means losing a sale.
- Never fail to disclose a material fact that could mislead a customer.
- Communicate clearly and precisely so customers understand the terms of our contracts, including performance criteria, schedules, prices, and responsibilities.
- Never interview, recruit, or attempt to hire an NCR customer's employee without prior approval from the sales director who has responsibility for the account.

## **DRUG-FREE WORKPLACE:**

- Do not bring illegal drugs onto NCR property or use illegal drugs while employed by NCR.
- Do not conduct NCR business while under the influence of drugs or alcohol.

## **DATA PRIVACY:**

- Limit the collection of personal data to only that which is needed to fulfill the lawful and necessary purpose. If you don't need the data, do not collect it.
- Only collect personal data by fair and lawful means.
- Where notices or consents about intended uses are required, consult the Law Department to make sure that the notice meets appropriate legal standards.
- Make sure that where possible, choices are provided to the person about whom the data relates. This includes building choices into product designs.
- Take precautions to ensure that personal data entrusted to us by third parties (customers or vendors) or about fellow employees is treated with care and respect and consistent with applicable law.
  - Make sure that appropriate safeguards are used to protect the data from theft, loss, corruption, or inappropriate use, disclosure or destruction.
  - Make sure that data is only disclosed to those with a need to know it.
  - Do not use the data for purposes unrelated to that which it was collected.
- Observe all applicable laws regarding personal data, including those which limit the movement of data across national borders.
- Securely destroy the data when it is no longer needed to fulfill the purpose for which it was collected.
- Refer all requests for employment references or verifications of employment to HR Central. If an NCR employee or manager is asked to provide a reference for a current or former employee, they are not required to do so.

## **ENVIRONMENT:**

- Know and comply with all applicable environmental laws, regulations, and NCR practices relating to operations within your area of responsibility.
- Cooperate with government agencies, suppliers, and communities in their efforts to protect the environment, consistent with Law Department guidance.
- Be environmentally aware, and consider environmental impacts in your decision-making.

## **EXPORT CONTROLS:**

- Understand and comply with the export control laws applicable to your sales, development, or export activities.
- Work with your local Export Compliance Coordinator and the NCR Export Compliance organization to implement and follow NCR's export compliance program within your organization.
- Be aware of abnormal circumstances suggesting that an export may be destined for an inappropriate end-use, end-user, or destination.
- If you encounter such warning signs or have other export control issues, contact the NCR Export Compliance organization in the Law Department.

## **FCPA & OTHER ANTI-CORRUPTION LAWS:**

- Do not directly or indirectly provide or promise money or anything of value to a government official or any commercial customer (or to their families) in whole or in part to obtain or retain business or to secure any business advantage.
- Do not use an agent or any other third party to offer or provide payments or other items of value to a government official or any commercial customer that could not be offered or provided by NCR.
- Make sure that contract terms contain language prohibiting third parties that interface with government officials or commercial customers, such as resellers, consultants, agents and suppliers (e.g. customs brokers and tax advisors), from taking actions that would violate Anti-corruption Laws.
- Maintain complete and accurate accounting records reflecting all payments and receipts.

## **FINANCIAL REPORTING:**

- Never intentionally make an inaccurate, false, or misleading entry in company books and records or create a false or misleading document.
- If you are responsible for recording transactions, summarizing transaction activity, or preparing financial reports, understand and follow NCR accounting policies and internal control procedures.
- Immediately report any concerns you have regarding compliance in this area to your manager or Global Security, according to Corporate Finance Accounting Policy 109: "Irregularities," or report the incident to NCR AlertLine.

## **GIFT & HOSPITALITY:**

- Do not provide gifts or hospitality to any government official without prior consultation with the Law Department.
- Do not accept gifts, hospitality, or entertainment from suppliers, strategic business partners, or customers that are expensive and/or likely to influence or appear to influence your judgment. If a customer or supplier proposes entertainment that is more than modest, consult your manager before accepting the invitation.
- Do not solicit gifts, hospitality, or entertainment from suppliers, strategic business partners, or customers.
- Use good judgment. Do not provide or accept hospitality or entertainment that would reflect negatively on NCR.
- Never give or accept payments, loans, favors, bribes, kickbacks, special privileges, or services to or from anyone in return for doing business with NCR.
- Comply with the law and NCR policies when offering, promising or giving gifts, hospitality or entertainment to third parties.

## **HARASSMENT:**

- Do not make or tolerate racial, sexual, religious, or ethnic jokes, comments about a person's body, graphic statements about sexual matters, or engage in offensive behavior of a sexual nature.
- Never make an unwelcome sexual advance toward a co-worker or to any other person you come in contact with in the course of your duties as an NCR employee.
- Do not display sexually suggestive objects or pictures at work.

## **HUMAN TRAFFICKING:**

- **Be vigilant.** Carefully assess potential and current business partners to make sure that they maintain a working environment that is committed to eliminating modern day slavery in its organization and in its supply chain. **Watch for these red flags:**
  - Are workers of legal working age, and are tasks that pose safety risks performed only by those 18 years of age or older?
  - Does the business partner take possession of workers' passports, identification or travel documents?
  - Does the workforce of the business partner (or any individual worker) act as if they were instructed or coached by someone else? Do they allow others to speak for them when spoken to directly? Are workers free to interact or contact people outside their immediate environment?
  - Is the workforce of the partner informed of their job duties prior to being engaged by the partner, or do you hear complaints that the workforce is recruited for one purpose and forced to engage in some other job? Was the transport of the workers to the partner's facilities or their recruitment paid for by facilitators whom they must pay back, whether by providing services or otherwise?
  - Does the partner properly pay their workforce for the work they perform – for example, does the partner provide at least the legal minimum wage for work performed? Are workers paid directly, or is someone else in control of their earnings?
  - Does the workforce believe they must work for the employer to pay off a debt?
  - Does the partner force others to perform sexual acts? For example, does the partner require its workers to provide sexual acts or attempt to procure sexual favors from others?
  - Does the partner permit its workforce to voluntarily terminate their employment? Are start and end times reasonably well explained to workers? Do workers have freedom of movement (for example, can they take leave to go to the bathroom while on duty, to go on vacation, to return home)? Are workers free to live where they choose?
  - Does the partner use physical or humiliating forms of discipline for workplace infractions?
  - Are working conditions safe?
  - Do international workers receive home visits? Are they guaranteed to be returned to their home country at the employer's sole expense upon the end of the international assignment?
- **Speak up!** Promptly raise all concerns about conduct within NCR's own organization, or within any partner with whom NCR does business, to NCR's Ethics and Compliance office.

## **IMPORT LAWS:**

- Understand and comply with the import laws applicable to your import activities.
- Contact NCR's Import Compliance organization in the Law Department for guidance on import compliance.

## **INTERNATIONAL ECONOMIC BOYCOTTS:**

- Understand the U.S. anti-boycott regulations, particularly if you are involved in doing business with Middle Eastern countries.
- Immediately report any boycott-related request to the Corporate Import/Export Compliance organization in the Law Department.

## **INVESTMENT RULES & INSIDER TRADING:**

- Never provide material non-public information about NCR or any other company to others.
- Never buy or sell NCR or another company's publicly traded stock while in possession of material information that has not been released to the public.
- Do not trade if you are in doubt as to whether the information has been released to the public. (Note that the blackout period provides for two further days of blackout after earnings are announced before trading can resume.)
- Check with your manager or the Law Department if you are unsure whether you are a restricted insider subject to the blackout period restrictions.
- Do not discuss material non-public information with family, friends, or anyone else. For example, do not talk about it in public places, including social media sites or chat rooms; do not fax it to unattended fax machines or print or copy it on unattended copiers/printers; and do not mail it electronically to non-NCR recipients.
- Take reasonable precautions to restrict access to material non-public information about NCR or another company to those employees who "need-to-know" for business reasons.
- Label all material non-public information "NCR Confidential" when providing it to others who have a "need to know."
- Do not change your investment direction with respect to your participation in the Employee Stock Purchase Plan (by increasing or decreasing the amount of NCR stock you purchase) or the company Savings Plan (by investing more or less money in NCR securities) while in possession of material non-public information about NCR.

## **NON-DISCRIMINATION:**

- Know, understand, and follow the non-discrimination laws in your local area.
- Do not treat any employee differently because of race, religion, sex, national origin, age, disability, sexual preference or orientation, marital or family status, veteran status, or other illegal consideration.



### **OCCUPATIONAL HEALTH & SAFETY:**

- Know and comply with all applicable occupational health and safety laws, regulations, and NCR practices relating to operations within your area of responsibility.
- Use common sense to avoid accidents and injuries.
- Call management attention to any circumstances that might, without correction, lead to an avoidable accident, injury, or illness.

### **POLITICAL CONTRIBUTIONS:**

- Take an active interest in the well-being of the community where you live and work.
- Do not commit company funds or other assets to political candidates, parties or other political activities, including public policy initiatives or referendums, without the prior approval of the Senior Director, Global Government Relations.
- Do not permit company facilities or equipment to be used for political activities without the prior consent of the Senior Director, Global Government Relations.
- Do not provide or promise money or anything of value to a government official to obtain or retain business.

### **PRODUCT SAFETY:**

- Know, understand, and comply with applicable legal, industrial, and governmental standards relating to your area of responsibility.

## **PROPRIETARY INFORMATION:**

- If you create or otherwise become responsible for confidential information, mark the documentation as proprietary in accordance with Corporate Management Policies 1402: "Protecting Information Within NCR," and 911: "Publication of Proprietary Technical Information."
- Install and use all NCR-required security software in accordance with policies and procedures, and always store NCR proprietary information in a safe place.
- Do not discuss NCR proprietary information in public places such as airplanes, elevators, and restaurants.
- Disclose NCR information and records only as authorized by Corporate Management Policies 110: "Information and Inquiries on Material Corporate Developments," 1402: "Protecting Information Within NCR," 820: "Sharing NCR Financial Information," 911: "Publication of Proprietary Technical Information," 916: "Providing Legal Information, Documents to Outside Sources," 1104: "News Media Relations," and Corporate Finance & Accounting Policy 106: "External Reporting."
- Respond "no comment" to any inquiry about a material corporate development made by someone who does not have a clear "need to know" such information for NCR business reasons.
- Do not discuss NCR proprietary information with family or friends.
- Immediately report actual or suspected loss, misuse, or theft of proprietary information to your manager or Global Security, according to Corporate Finance Accounting Policy 109: "Irregularities," or report the incident to NCR AlertLine or the Information Protection Team.

## **TRADE SECRETS:**

- Never misappropriate confidential competitive information of others.
- Never bribe a competitor's employee or former employee or otherwise obtain competitive information from a competitor's employee in breach of his/her obligations to that competitor.
- Never misrepresent your status as an NCR employee.