



## ***NCR Corporation - Compensation and Human Resource Committee Charter***

### **Purpose**

The Compensation and Human Resource Committee shall (a) discharge the Board's responsibilities relating to compensation of the Company's executives, (b) provide general oversight of the Company's management compensation philosophy and practices, benefit programs, and strategic workforce initiatives, (c) oversee the Company's leadership development plans, and (d) produce an annual report on executive compensation for inclusion in the Company's proxy statement. The Committee shall report to the Board of Directors and be responsible for ensuring that the Company provides a compensation and benefits program appropriate to maintain and develop management personnel of a caliber capable of ensuring the continued success of the Company. In addition, the Committee shall ensure that such program is appropriate to attract and retain the services of key employees whose judgment, interest and effort drive the successful conduct of the Company's operations.

### **Committee Composition**

The Compensation and Human Resource Committee shall consist of at least two members of the Board of Directors, one of whom shall serve as Chair of the Committee. The Chair and the other members of the Committee shall be appointed and removed in accordance with the Company's Bylaws. All of the members of the Committee shall be "independent" Directors as determined by the Board under the standards set forth in the Board's Corporate Governance Guidelines and must satisfy the additional independence requirements, if any, specific to compensation committee membership set forth in Section 303A.02(a)(ii) of the NYSE Listed Company Manual.

### **Primary Duties and Responsibilities**

#### **Management Compensation**

1. Review and approve the Company's total compensation goals, objectives and programs covering executive officers and key management employees.
2. Review the competitiveness of the Company's total executive compensation practices.

3. Periodically assess the risk associated with the Company's compensation programs.
4. Evaluate and review, at least annually, the performance levels of the Chief Executive Officer and other executive officers in light of the Company's goals and objectives, and determine the annual base salaries, equity and incentive awards, and other compensation to be paid based on this evaluation.
5. Discuss its evaluation of, and determination of compensation to, the Chief Executive Officer at an executive session of the Board of Directors. In determining the incentive component of the Chief Executive Officer's compensation, the Committee will consider the Company's performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies, the awards given to the Chief Executive Officer in past years, and other criteria deemed appropriate by the Committee.
6. Review, periodically and when appropriate, and approve the following as they affect the executive officers: (a) all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities; (b) any employment agreements and severance agreements; (c) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; and (d) any special or supplementary compensation and benefits for the executive officers and persons who formerly served as executive officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.
7. Review and recommend to the Board of Directors for approval (including those that require stockholder approval) the Company's executive compensation plans, including incentive-compensation plans, and all equity-based compensation plans. The Committee shall oversee the Company's compliance with the compensation-related requirements under SEC and NYSE rules, including the requirements regarding stockholder approved equity compensation plans.

*Human Resource and Leadership Development*

8. Exercise administrative functions assigned to the Committee under the Company's various benefit plans.
9. Provide guidance as needed regarding the Company's strategic workforce initiatives and practices, and review recommendations of Company management for major changes in compensation, benefit and retirement plans which have application to significant numbers of the Company's

total employees and which require review or action by the Board of Directors or the Company's stockholders.

10. Review, prior to consideration by the full Board of Directors, management's proposals to make significant organizational changes in the Company.
11. Oversee and review the Company's plans for management succession and development.
12. Review and monitor compliance by the executive officers with the Company's stockownership guidelines.
13. Receive periodic reports on the Company's compensation programs as they affect all employees.

Reporting Responsibilities

14. Produce an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations.
15. Report at the next regular meeting of the Board all significant actions taken and items discussed at any Compensation and Human Resource Committee meeting.
16. On an annual basis, report to the Board on succession planning.

Other Responsibilities and Authority

17. The Committee shall have authority to retain at the expense of the Company such outside compensation consultants, counsel, and other experts and advisors as it determines is appropriate to assist in the full performance of its functions, including sole authority to retain and terminate any compensation consultant used to assist the Committee in the evaluation of the Chief Executive Officer or other executive officer compensation, and sole authority to approve the consultants fees and other retention terms. The Committee shall, before selecting any compensation consultant, counsel or other expert or advisor, consider all independence factors and potential conflicts of interest of any such compensation consultant, counsel or other expert or advisor to the extent required under all applicable current or future rules of the SEC and the NYSE or any other applicable governing body.
18. On an annual basis, evaluate the Committee's performance and report such evaluation to the Board.

19. Perform such other oversight functions that from time to time may be assigned to it by the Board of Directors.
20. On a regular basis, but no less than annually, meet in executive session.
21. Review and reassess the adequacy of the Compensation and Human Resource Committee's charter annually.
22. The Committee may form and delegate authority to subcommittees as it deems appropriate.

### **Committee Meetings**

The Compensation and Human Resource Committee shall hold meetings regularly during the year and at any additional time as the Committee Chair deems necessary. The Committee shall make regular reports to the Board. The Committee may request that members of management be present as needed in order to execute the Committee's primary responsibilities. As appropriate, the Committee expects to address significant matters with the full Board prior to determining a final action.

*Revised: January 21, 2014*