



# SUPPLIER CODE OF CONDUCT

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## INTRODUCTION/EXPLANATION

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### **Purpose of this Code of Conduct**

The NCR Supplier Code of Conduct (the "Code") is our guide and point of reference for how NCR Corporation and its affiliates (collectively "NCR" or the "Company") conducts business. The Code affirms NCR's commitment to the highest standards of integrity in our relationships with our customers, suppliers, strategic partners, and shareholders. We expect our suppliers to embrace these values and standards.

### **NCR's Expectations of Suppliers**

NCR expects that its suppliers will read the Code, understand it, and follow it. No one must ever commit dishonest, destructive, or illegal acts - even if directed

to do so by others. No one may direct others to act improperly, even if doing so appears to be to NCR's or the supplier's advantage. If applicable laws conflict with the provisions of this Code, suppliers must follow applicable law and advise NCR immediately about the conflict. NCR reserves the right to terminate its relationship with suppliers who do not follow the Code.

All suppliers are required to report to NCR instances of suspected violations of the Code, NCR policy, and applicable law that relate in any way to the supplier's dealings with NCR. Suppliers are also required to provide information or take actions requested by NCR to facilitate NCR's compliance with the Code and applicable law.

## WORKPLACE MATTERS

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### **Workplace Violence**

NCR expects that its suppliers will provide a safe and secure work environment for their employees and visitors. All individuals on NCR premises must treat one another with respect and courtesy, and we expect that our suppliers will adopt similar standards in their workplaces. NCR will not tolerate acts or threats of violence. To support NCR's "zero tolerance" position toward workplace violence, both suppliers and visitors to NCR's facilities must report instances of actual or threatened violence on NCR premises and must offer a mechanism to report such instances that occur on their premises.

NCR prohibits the possession of weapons in the workplace. Suppliers are prohibited from bringing any weapons to an NCR facility and to any facility that they visit when engaged in business related to its dealings with NCR.

### **Non-Discrimination**

NCR expects that its suppliers will provide a work environment free from any illegal discrimination, including discrimination based on race, color, religion, national origin, gender, age, disability, sexual orientation, marital status, or any other unlawful factor to the fullest extent

required by local law. Decisions concerning hiring, performance appraisals, and promotions must be based only on those factors permitted by law, such as an employee's qualifications, skills, and achievements. We expect that our suppliers will not tolerate unlawful discrimination in any aspect of employment, including employment terms and conditions, recruiting, hiring, compensation, promotion, or termination.

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

NCR expects that its suppliers will provide equal employment opportunity to all of their employees and applicants in accordance with all applicable laws, directives, and regulations of governing bodies and agencies. Our suppliers must treat their workforce with respect and, when making any employment-related decision, must only consider relevant performance factors. Specifically, we expect our suppliers will:

- Comply with the letter and the spirit of all applicable employment laws and regulations
- Provide equal opportunity to all suppliers and to all applicants for employment

- Take appropriate affirmative action to make equal opportunity a reality
- Make reasonable accommodations to the limitations of qualified suppliers 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

### **Harassment**

Suppliers must provide 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. NCR expects that its suppliers will not tolerate conduct that creates an intimidating or offensive work environment, including:

- 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.

### **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. NCR expects that its suppliers will adopt similar requirements for their workforce and their suppliers.

### **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 supplier

personnel will not conduct NCR business while under the influence of alcohol or other drugs. Suppliers who work on U.S. government contracts may have a special obligation to notify NCR if their personnel are convicted for certain drug-related offenses.

### **Acceptable Use of Information Technology Resources**

NCR's electronic information technology (IT) infrastructure is to be used by suppliers for NCR business purposes and may not be used to espouse personal, political, or religious views or to solicit support for any non-business cause or event. Supplier personnel must use NCR's IT infrastructure resources in a responsible, ethical, and lawful manner and are prohibited from using NCR e-mail or other NCR-provided 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.

### **Data Privacy**

NCR suppliers must comply with applicable data protection laws and are responsible for obtaining consents or approvals from their workforce for NCR to process their personal information, where applicable. Personal information is information that relates to a 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 the information for legitimate purposes, 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, except as prohibited or limited by applicable law. NCR will not sell, rent or lease lists of such information except as part of a sale of that business.

## PROTECTION OF COMPANY INFORMATION

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### 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 such as, among other things:

- 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 with a supplier, NCR and the supplier will execute a legally binding non-disclosure agreement.

### Investment Rules and "Insider Trading"

Securities laws and NCR policy prohibit suppliers and supplier personnel 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.

Suppliers and supplier personnel are also prohibited from directly or indirectly trading in the securities of other publicly held companies, such as NCR customers and vendors, on the basis of material non-public information. It is also illegal and against Company policy for suppliers and supplier personnel to share material non-public information about NCR or another company with friends, family members, or other third parties (this is called "tipping").

## CONDUCT IN THE MARKETPLACE

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### 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.

### 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. Suppliers shall respect NCR's and 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. All suppliers must report suspected improper use of such copyrighted material to NCR.

### **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 (non-U.S.) government officials for the purpose of obtaining or retaining a business advantage. 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 NCR 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 NCR's reputation, violation of the Anti-corruption Laws can subject both the Company and its suppliers and their officers and employees to severe civil and criminal penalties.

### **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.

In summary, at NCR, we expect our suppliers to:

- Comply with Anti-corruption Laws at all times.
- Avoid actual or apparent conflicts of interest.
- Accurately record the details of its transactions in all documents submitted to NCR, including contracts, order forms, and invoices.
- Never offer or provide payments, loans, favors, bribes, kickbacks, special privileges, or services to or from anyone in return for doing business with the supplier or receiving any other favorable treatment from NCR.

## **GLOBAL COMMERCE**

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### **Export Controls**

NCR expects that its suppliers will comply with export laws. 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 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.

### **Import Laws**

NCR expects that its suppliers also will comply with 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.

### **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 will not honor any boycott-related requests and must report to the U.S. government any such requests it receives, whether those requests are received orally or in writing, such as in bid invitations, tender documents, purchase orders, contracts, letters of credit, shipping documents, or other written communications.

## **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.

### **Conflict Minerals**

NCR expects that suppliers will take steps to determine if their items contain "conflict minerals" (tin, tantalum, gold, and tungsten) and if so, that they will:

- implement processes to identify the sources of these minerals, and
- support efforts to eradicate the use of conflict minerals that directly or indirectly finance or benefit armed groups in the Democratic Republic of Congo or adjoining countries.

### **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.

### **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.

NCR expects that its suppliers will comply with NCR policy with regard to these important topics.



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## **WHY NCR?**

NCR Corporation (NYSE: NCR) is a leader in omni-channel solutions, turning everyday interactions with businesses into exceptional experiences. With its software, hardware, and portfolio of services, NCR enables nearly 700 million transactions daily across retail, financial, travel, hospitality, telecom and technology, and small business. NCR solutions run the everyday transactions that make your life easier.

NCR is headquartered in Duluth, Ga., with over 30,000 employees and does business in 180 countries. NCR is a trademark of NCR Corporation in the United States and other countries.

NCR Corporation  
3097 Satellite Boulevard  
Duluth, Georgia 30096