



NCR Corporation - Audit Committee Charter

Purpose

The Audit Committee is the principal agent of the Board of Directors in overseeing (i) the quality and integrity of the Company's financial statements, (ii) the assessment of financial, strategic, cybersecurity and other risk and risk management programs, (iii) the independence, qualifications, engagement and performance of the Company's independent accountants, (iv) the performance of the Company's internal auditors, (v) the integrity and adequacy of internal controls, and (vi) the quality and adequacy of disclosures to stockholders. The Audit Committee also reviews the Company's compliance with legal and regulatory requirements. In addition, the Audit Committee shall regularly review the scope and results of audits performed by the Company's independent accountants and the Internal Audit department. The Audit Committee shall also prepare the report required by the rules of the Securities and Exchange Commission (SEC) to be included in the Company's annual proxy statement.

The Committee's responsibility is oversight, and it recognizes that the Company's management is responsible for preparing the Corporation's financial statements. Additionally, the Committee recognizes that financial management (including the Internal Audit staff), as well as the independent accountants, have more knowledge and more detailed information about the Company than do the members of the Committee; consequently, in carrying out its oversight responsibilities the Committee is not providing any expert or special assurance as to the Company's financial statements or any professional certification as to the independent accountants' work.

Committee Composition

The membership of the Committee shall consist of at least three members of the Board of Directors, one of whom shall serve as Chair of the Committee. The Committee shall be comprised solely of independent directors who are independent Directors as determined by the Board under the standards set forth in the Board's Corporate Governance Guidelines. No member of the Committee may receive any compensation, consulting, advisory or other fee from the Company, other than Board compensation, as determined in accordance with applicable SEC and New York Stock Exchange (NYSE) rules. The Chair and the other members of the Committee shall be appointed and removed in accordance with the Company's Bylaws. Members serving on the Audit Committee are limited to serving on two other audit committees of public companies, unless the Board of Directors evaluates and determines that these other commitments would not impair his or her effective service to the Company. In accordance with NYSE and SEC rules, all members shall be "financially literate" and at least one member shall be an "audit committee financial expert" with "accounting or related financial management expertise", as those qualifications are interpreted by the Board.

Primary Committee Responsibilities

Financial Reporting and Disclosures

1. Review and discuss the annual audited financial statements and quarterly financial statements, including disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations, to be included in the Company's annual report on Form 10-K and quarterly reports on Form 10-Q, respectively, with management and the independent accountants.

2. Review and discuss with management (including the senior internal audit executive) and the independent accountant the Company's report on management's assessment of the Company's internal control over financial reporting (ICFR) and the independent accountant's audit of the Company's ICFR prior to the filing of the Company's Form 10-K.
 3. Confirm that the independent accountants and management believe that the financial statements and periodic reports fairly present the financial position and results of operations of the Company, including (1) appropriate reserves and estimates, (2) proper selection and application of appropriate accounting policies and any judgments made, (3) disclosure of financial information that is informative and reasonably reflects the underlying transactions and events, and (4) the inclusion of any additional disclosure necessary to provide investors with a materially accurate and complete picture of the Company's financial condition, results of operations and cash flows.
 4. Review and discuss earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussions may be general (consisting of discussing the types of information to be disclosed and the types of presentations to be made), and each instance in which the Company provides earnings guidance need not be discussed in advance.
 5. Review significant new accounting pronouncements or reporting practices as well as off-balance sheet structures and understand their impact on the financial statements.
 6. Review governmental correspondence, complaints received by the Company from third parties or employees (including those that are confidential and anonymous) and published reports which raise material financial statement issues.
- Independent Accountants*
7. Select the Company's independent accountants, evaluate their performance, set their compensation and, where appropriate, replace the independent accountants.
 8. Discuss with the independent accountants any matters required to be communicated by the independent accountants to the Committee pursuant to AU Sections 380 and 722 of the PCAOB's Interim Auditing Standards, the PCAOB's Rule 3526 (Communication with Audit Committees Concerning Independence), and Auditing Standard No. 16 (Communications with Audit Committees) or other such auditing standards that may from time to time modify, supplement or replace them.
 9. Pre-approve all auditing and non-auditing services provided to the Company by its independent accountants. In an effort to minimize relationships which could appear to impair the objectivity of the independent accountants, the Committee will approve the awarding of services to the independent accountants only when the services offered by the independent accountants are more effective or economical than services available from alternative providers. The Committee may delegate the authority to grant pre-approval of auditing or permitted non-audit services to one or more members of the Committee. Any pre-approvals granted by such Committee member(s) will be presented to the full Committee at its next regularly scheduled meeting for ratification.
 10. Review annually the services performed by the independent accountants to ensure that they are not performing the following non-audit services for the Company: (i) bookkeeping or other services related to the accounting records or financial statements; (ii) financial information systems design and implementation; (iii) appraisal or valuation services, fairness opinions, or contribution-in-kind reports; (iv) actuarial services; (v) internal audit outsourcing services; (vi) management functions or human resources; (vii) broker or dealer, investment adviser, or investment banking services; and (viii) legal services and expert services unrelated to an audit.

11. Review periodically the experience and qualifications of the senior members of the independent accountant team and the quality control procedures of the independent accountants to ensure their independence and quality. This review should include, at least annually, among other things (1) consideration of the experience of the senior partner of the independent accountant to ensure that such senior partner has not performed audit services for the Company in each of the five previous fiscal years, and (2) a review of the formal written statement from the independent accountants required under applicable standards and regulations delineating all relationships between such firm and the Company, including all non-audit services performed by the independent accountants.

12. At least annually, obtain and review a report by the Company's independent accountants describing (1) the firm's internal quality-control procedures, (2) any material issues raised by the most recent internal quality-control review (or peer review) of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding one or more independent audits carried out by the firm, and any steps taken to deal with any such issues, and (3) all relationships between the independent accountants and the Company.

13. Review and discuss quarterly reports from the independent accountants on (1) all critical accounting policies and practices to be used by the Company, (2) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent accountants, and (3) other material written communications between the independent accountants and management, such as any management letter or schedule of unadjusted differences.

14. Resolve disagreements between management and the independent accountants regarding the Company's financial reporting, if necessary.

15. Establish and maintain a policy regarding the Company's hiring of individuals employed or formerly employed by the Company's independent accountants.

16. Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law.

Internal Auditors

17. Review the scope of audit coverage by both the independent accountants and Internal Audit, and the inter-relationship between the two, including the audit approach, scope, coverage staffing and the internal audit budget. The Audit Committee has final authority to review and approve the annual audit plan and all major changes to the plan.

18. The Audit Committee has final authority to review the effectiveness of the Internal Audit function, including compliance with the *Institute of Internal Auditors' International Professional Practices Framework for Internal Auditing consisting of the Definition of Internal Auditing, Code of Ethics, and the Standards*. An annual internal or external Quality Assessment Review to be provided by the Chief Audit Executive to the Committee.

19. The Audit Committee will review with management and is responsible for the appointment, replacement or dismissal of the Chief Audit Executive. The Audit Committee annually reviews the Chief Audit Executive's administrative reporting relationship to the CFO to ensure that independence is not impaired.

Internal Controls and Risk Assessment

20. Review with the independent accountants, the internal auditors, and members of senior management as appropriate, results, opinions, problems, difficulties and significant recommendations of audits, and management's responses to the recommendations.
21. Review and discuss the overall ICFR framework of the Company to assure the adequacy of internal controls and that the Company's financial accounting and reporting control processes generally conform to internationally accepted standards for internal control, including the security and controls surrounding assets and computerized information systems, and any special audit steps adopted in light of any material control deficiencies.
22. Review the status of internal control recommendations made by the independent accountants and Internal Audit and review any audit problems or issues.
23. Review and discuss with the Company's Chief Executive and Chief Financial Officers (CEO and CFO) the procedures followed by them regarding the CEO/CFO certifications made in connection with the Company's periodic reports.
24. Review and discuss with management any issues relating to the design and implementation of the Company's disclosure controls and procedures, and ICFR. On a quarterly basis, confirm with the CEO and CFO whether there are any significant deficiencies or material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to affect the Company's ability to record, process, summarize and report financial information, whether there is any alleged fraud (whether material or not) involving management or other employees with significant roles in internal controls over financial reporting and any special audit steps adopted in light of material control deficiencies.
25. Review with management and the General Counsel the status of any legal and regulatory matters that may result in a material financial impact on the Company's financial statements, including: the Company's compliance issues, threatened, pending, or ongoing litigation and outstanding matters with regulatory agencies.
26. Discuss with management and report periodically to the Board of Directors regarding the Company's major financial, strategic, cybersecurity and other risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management guidelines, policies and procedures.
27. Establish procedures for processing and addressing complaints regarding accounting, internal controls, or auditing matters, and the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

Reporting Responsibilities

28. Report at the next meeting of the Board of Directors all significant items discussed at any Audit Committee meeting.
29. Review and approve the Committee report and any other audit committee disclosure required by the SEC to be included in the Company's annual proxy statement.

Other Responsibilities

30. Perform such other oversight functions that from time to time may be assigned to it by the Board of Directors.

31. Conduct or authorize investigations into any matters within its scope of responsibilities and retain independent counsel, accountants or other professionals as necessary to assist in the conduct of any investigations.
32. Engage, set the compensation of and, where appropriate, replace independent counsel and other advisors as it deems necessary to carry out its duties. The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the Company's independent accountants for the purpose of rendering or issuing an audit report and to any advisors employed by the Audit Committee, as well as for payment of ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.
33. Review the Company's compliance with applicable laws and regulations.
34. Review and reassess the adequacy of the Audit Committee charter annually.
35. Annually evaluate the performance of the Committee.

Committee Meetings

The Audit Committee shall hold meetings at least four times each year and at any additional time as the Committee Chair or NCR's Chief Financial Officer deems necessary. The meetings will generally be held in January, April, July and October. The Committee may request that members of management and/or representatives of the independent accountants' counsel be present as needed in order to execute the Committee's primary responsibilities. At least quarterly, the Committee will meet in separate private executive sessions with management, independent accountants and the Chief Audit Executive. The Committee may also meet periodically as needed in executive sessions with other members of management such as the General Counsel or other persons as determined by the Committee.

Revised: January 23, 2018