



NCR Corporation Committee on Directors and Governance Charter

Revised: January 20, 2015



NCR Corporation – Committee on Directors and Governance Charter

Purpose

The Committee on Directors and Governance will: (i) recommend to the Board of Directors the principles of director compensation and compensation to be paid to directors, (ii) review the composition of NCR's Board of Directors, recommend modifications to the Director Qualification Guidelines used in identifying prospective modifications to the Director Qualification Guidelines used in identifying prospective Board members, screen candidates for Board membership and recommend to the Board the candidates to be nominated for election as Directors, and, in the event of a vacancy on the Board, recommend any successors; (iii) recommend to the Board the assignment of Directors to various Committees; (iv) monitor compliance with the Corporate Governance Guidelines established by the Board, including the guidelines on Director independence, and recommend to the Board changes as appropriate to those Guidelines; (v) review at least annually the Company's ethics and compliance program; (vi) recommend to the Board the performance criteria and evaluation process to be used by the Board in evaluating individual incumbent Directors and the Board functioning as a whole; and (vii) oversee the evaluation of the Board and management.

Committee Composition

The Committee on Directors and Governance shall consist of two or more members of the Board of Directors, one of whom shall serve as Chair of the Committee on Directors and Governance. 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.

Primary Committee Responsibilities

Nominating Board Candidates

1. Using the Board's Corporate Governance Guidelines, evaluate the needs of the Board to determine the qualifications of individuals best suited to further enhance the composition of the Board.
2. Review the qualifications, including the independence, of persons identified as prospective members of the Board and assist in attracting and recruiting candidates who meet the Board's needs.
3. Recommend to the Board nominees for election to the Board of directors at the Annual Meeting of Stockholders.
4. In the event of a Director vacancy, recommend to the Board a successor for the position.



5. The Committee shall have sole responsibility and authority to retain, compensate at the Company's expense, and terminate such firms for the purpose of locating prospective members of the Board.
6. Interview prospective Board candidates and meet to consider and approve final Board candidates.

Corporate Governance

7. Review and recommend changes to the Corporate Governance Guidelines established by the Board, including the Director Qualification Guidelines and independence standards.
8. Periodically review the Company's Charter and Bylaws and make any recommendations, as appropriate, to the Board for revisions to the Bylaws or for a proposal to submit to the stockholders to amend the Charter.
9. Monitor compliance with the independence standards established by the Board.
10. Pursuant to the Company's Related Person Transaction Policy, review and approve each related party transaction, unless the Committee determines that the approval or ratification of such transaction should be considered by all of the disinterested members of the Board of Directors.
11. Recommend to the Board the assignment of Directors to various Committees of the Board, with consideration of the desires and qualifications of individual Directors, the specific independence requirements, if any, of particular committees, and input from the Chief Executive Officer and Chairman of the Board (and, in the event the positions of Chairman and Chief Executive Officer are held by the same person, the Lead Director).

Director Compensation

12. Periodically review and make recommendations to the Board of Directors concerning the annual retainer to be paid to the Board of Directors, and any other compensation programs relating to the Board of Directors.
13. Annually review market data for Director compensation to ensure that the compensation is reasonable and competitive in relation to other similar companies and recommend to the full Board whether any changes in the compensation package are desirable. In conducting this review, the Committee will consider that Directors' independence may be jeopardized if director compensation and perquisites exceed customary levels or if Directors receive indirect compensation.

Director Oversight

14. On an annual basis, recommend criteria and process to assess the Board's performance, and conduct an evaluation of the Board based on such criteria.



Ethics and Compliance Program Oversight

15. Review the Company's program for monitoring compliance with laws and regulations and the Company's ethical standards.

Reporting Responsibilities

16. Report at the next regular meeting of the Board all significant items discussed at any Committee on Directors and Governance Meeting.

Other Responsibilities

17. On an annual basis, evaluate the Committee's performance and report such evaluation to the Board.
18. Perform such oversight or other functions that from time to time may be assigned to it by the Board of Directors.
19. Recommend to the Board, on an annual basis, a Director to preside at the executive sessions of independent Directors.
20. Review and reassess the adequacy of the Committee on Directors and Governance charter annually.
21. Review any shareholder proposals the Company receives for submission to its Annual Meeting of Stockholders and consult with management on the appropriate Company response.
22. The Committee shall have authority to retain, and terminate, at the expense of the Company such outside consultants, counsel and other experts and advisors as it determines necessary to carry out its duties.
23. The Committee may form and delegate authority to subcommittees where appropriate.

Committee Meetings

The Committee on Directors and Governance shall hold meetings three times a year, and as many other times as the Committee deems necessary. Generally, meetings will be held in January, April and October. The Committee may request that other Directors, members of management or other persons be present as needed in order to execute the Committee's primary responsibilities.